Handling of Commercial and Corporate Registration Affairs Accompanying the Enforcement of the Act for Partial Revision of the Companies Act, etc. (Circular Notice)

Contents

The Ministry of Justice, the Civil Affairs Bureau,
Commercial Affairs Division No.1140
April 28, 2006

To: The Directors of the Legal Affairs Bureau
To: The Director of the District Legal Affairs Bureau

The Director-General of the Civil Affairs Bureau,

The Ministry of Justice

Handling of Commercial and Corporate Registration Affairs Accompanying the Enforcement of the Act for Partial Revision of the Companies Act, etc. (Circular Notice)

The Act on Arrangement of Relevant Acts Incidental to Enforcement of the Companies Act (Act No. 87 of 2005; hereinafter referred to as the "Arrangement Act".) and the Cabinet Order in Connection with Development of Cabinet Orders Related to the Ministry of Justice Incidental to the Companies Act and Enforcement of the Companies Act (Act No. 174 of 2006; hereinafter referred to as "Development Ordinance Related to the Ministry of Justice".), the Cabinet Order in Connection with Development of Cabinet Orders Related to Financial Services Agency Incidental to the Companies Act and Enforcement of the Companies Act (Act No. 174 of 2006; hereinafter referred to as "Development Order Related to Financial Services Agency".) and the Ministerial Order Partially Amending the Regulations on Commercial Registrations (Ministry of Justice Order No. 15 of 2006; hereinafter referred to as the "Amendment Ordinance".) will come into effect on May 1 of this year, so please inform the registrar under your jurisdiction of the following points regarding the handling of commercial and corporate registrations in connection with the above.

In this notice, "Commercial Registration Act" refers to the Commercial Registration Act (Act No. 125 of 1963), "Order for Registration of Associations etc." refers to the Association Registration Order (Cabinet Order No.29 of 1964), "Commercial Registration Regulations" refers to the Regulations on Commercial Registrations (Ministry of Justice Order No. 23 of 1964), "Corporate Registration Regulations" refers to the Regulation on Corporate Registrations (Ministry of Justice Order No. 46 of 1964) ; and "Registration Tax Act" refers to the Registration and License Tax Act (Act No. 35 of 1967), and in particular, when the provision of any Act, Regulation or Order is cited, it shall be preceded by the word "former".

Note

Part 1. Registration of a Company

Section 1. Registration of a Bank

1. Institutions

It was determined that a Bank and a Bank Holding Company (excluding one established under the laws and regulations of a foreign state) were specified to be a stock company that have in place a board of directors, a board of company auditors, a supervisory committee etc. and a financial auditor (Article 4-2, Article 52-18, paragraph 2 of Banking Act (Act No. 59 of 1981).

2. Upper Limit of Terms of Office of Directors

It was determined that legal period of terms of office for a board of directors, accounting advisors and company auditors may not to be extended (Article 7-2, paragraph 4 Article 52-19, paragraph 4 of Banking Act (Act No. 59 of 1981).

3. Means of Public Notice etc.

(1)Means of Public Notice

It was determined that a Bank, a Bank Holding Company and a Foreign Bank Branch must establish either publication in a daily newspaper that publishes information about current events or electronic public notice as their means of public notice. (Article 57, 49-2 of Banking Act).

(2)Registration Related to Electric Public Notice

A. It was determined that , while a Bank shall give public notice of its Interim Balance Sheet, etc. and Interim Consolidated Balance Sheet, etc. within three months after the end of the relevant Interim Business Year and of Balance Sheet, etc. and Consolidated Balance Sheet, etc. within three months after the end of the relevant business year, as before amendment, in case where such public notice is an electronic public notice, the website address concerning the contents of these public notices may be registered other than the one concerning the contents of the remaining Public Notices (Article 20, paragraph 4 of Banking Act, Article 220, paragraph 2 of the Regulations for Enforcement of the Companies Act (Ministry of Justice Order No. 12 of 2006), Article 36-2, paragraph 2 of the Regulations for Enforcement of the Banking Act (Ministry of Finance Order No.10 of 1982)).

The registration record example of the registration in this case shall be pursuant to the attached registration record example 1-(1).

B. It was determined that the preceding paragraph A shall also apply to Interim Balance Sheet, etc. and Interim Consolidated Balance Sheet, etc. of which a Bank Holding Company must issue public notice (Article 52-28, paragraph 3, Article 36-2, paragraph 2 of the Regulations for the Enforcement of the Banking Act).

(3)Establishment of Disclosure Rules for Interim Balance Sheet etc. by Electromagnetic Means

A. It was determined that , in the case where means of public notice is publication in a daily newspaper that publishes information about current events, a Bank may issue public notice of information that contains these by electromagnetic means in place of public notice of (2)-A (Article 20, paragraph 6 of the Banking Act).

It was also specified that, in the case where a Bank discloses the said information by

electromagnetic means, in addition to the contents of Balance Sheet etc., regarding the information contained in Interim Balance Sheet, etc. including Interim Consolidated Balance Sheet and Consolidated Balance Sheet etc., the address of the website where the said information is posted must be registered (Article 911, paragraph 3, item 27 of the Companies Act (Act No. 86 of 2005), Article 220, paragraph 1, item 1, Article 220, paragraph 2 of the Regulations for the Enforcement of the Companies Act, Article 57-4, item 1, Article 36-2, paragraph 1 of the Regulations for the Enforcement of the Banking Act).

The registration record example of the registration in this case shall be pursuant to the attached registration record example 1-(2).

B. It was determined that the preceding paragraph A shall also apply to Interim Consolidated Balance Sheet, etc. and Consolidated Balance Sheet of which a Bank Holding Company must issue public notice (Article 52-28, paragraph 5, Article 36-2, paragraph 2 of the Regulations for Enforcement of the Banking Act).

C. It was determined that, as a company that uses electronic public notice as its Means of Public Notice may not use the system of (3), the registration of A or B must be deleted in the case of registration of change due to application of electronic public notice as its Means of Public Notice (Article 71 of Regulations on Commercial Registrations).

4. Abolishment of Special Provisions on Establishment of a Bank Holding Company

Act on Special Provisions of Merger Procedures Concerning a Bank etc. for Establishment of a Bank Holding Company (Act No. 121 of 1997) was abolished (Article 1, item 9 of Arrangement Act).

Section 2. Registration of a Stock Company Engaged in Insurance Business

1. Institutions etc.

It was determined that the provisions of a Bank shall apply with respect to the following matters.

(1) Administrative organs of a stock company as an insurance company (see Article 5-2, paragraph 1-1 of Insurance Business Act (Act No. 105 of 1995)).

(2) Upper Limit of terms of office of directors of a stock company as an insurance company or the one as a Low-Cost, Short-Term Insurer (hereinafter collectively referred to as "A Stock Company Engaged in Insurance Business".) (see Article 12, paragraph 2-1-2 of Insurance Business Act.).

(3) Means of Public Notice of a Stock Company Engaged in Insurance Business or a Foreign Insurance Company etc. (limited to a Foreign Company.) (see Article 9, Article 217, paragraph 1-1-3 (1) of Insurance Business Act.).

2. Reductions in Amount of Capital

(1) Procedures for Reductions in Amount of Capital

It was determined that, in the case where a stock company conducting insurance business reduces it amount of capital, it must issue public notice for the contents etc. of reductions in amount of capital by means of publication in official gazette and means of public notice stipulated in the articles of incorporation in place of the procedures for protection of creditors under Article 449 of the Companies Act and policyholders and other creditors may state their objections (Article 17, paragraph (1) and (2),

Article 17-5, paragraph (1) of Insurance Business Act).

Additionally, in the case where the rights of policyholders that state their objections are not insurance claims that have already arisen at the time of at the time of public notice due to occurrence of insured events or for other reasons, the Stock Company Engaged in Insurance Business shall not need to take measures such as making payment or providing equivalent security to such policyholders; provided, however, any resolution pertaining to the reduction of the capital, etc. is invalid if the number of Policyholders who have raised their objections exceeds one fifth of the total number of Policyholders and the amount specified by Cabinet Office Order as the credits (excluding Insurance Claims, etc.) belonging to the insurance contracts of the Policyholders who have stated such objections (excluding the holders of policies under which Insurance Claims, etc. had already arisen; the same shall apply hereinafter in (1) and (2) C.) exceeds one fifth of the total amount of credits belonging to the Policyholders (Article 17, paragraph (5) and (6) of Insurance Business Act. Article 18 of the Regulation for Enforcement of the Insurance Business Act (Ministry of Finance Order No. 5 of 1996)).

(2) Procedures for Registrations of Reductions in Amount of Capital

It was determined that the following documents must be attached to the written application for registration, in addition to a document evidencing the agent's authority in the case of applying for registration through an agent (Article 18 of the Commercial Registration Act; the statement shall be omitted hereinafter as the application at the location of the head office shall apply as a general rule.), a permit issued by a government agency or public office or a transcript of this certified by the agency or office (Article 19 of the Commercial Registration Act) and the minutes concerning the resolution of reductions in amount of capital etc. (Article 46 of the Commercial Registration Act) and the provisions of Article 70 of the Commercial Registration Act shall not apply (Article 17-3 of Insurance Business Act).

A. A document evidencing that public notice of (1) is given;

B. In the case where there are creditors including policyholders and others that state objections, a document evidencing payment to such creditors and provision of equivalent securities or entrustment of reasonable property for the purpose of assuring payment to such creditors or unlikeliness to be detrimental to such creditors.

C.A document evidencing that the number of policyholders who have raised their objections in the proviso of (1) did not exceed one fifth of the total number of Policyholders or the one evidencing that the amount specified by Cabinet Office Order belonging to the insurance contracts of such Policyholders did not exceed one fifth of the total amount of credits belonging to the Policyholders.

3. Merger

(1) Procedures for Merger

It was determined that, in the case where a stock company conducting insurance business carries out a merger under provisions of the Companies Act and the surviving company in the absorption-type merger or the incorporating company in the incorporation-type merger is a stock company conducting Insurance Business, such company must issue public notice of such merger under Article 789 etc. of the Companies Act by means of publication in official gazette and by means of publication in official gazette and means of public notice stipulated in the articles of incorporation in place of the procedures for protection of creditors and policyholders and other creditors may state their objections (Article 165-24, paragraph (1), (2) and (10) of Insurance Business Act).

In addition, the same shall apply to handling of the cases where the rights of policyholders who have stated their objections are not insurance claims etc. with the one of reductions in amount of capital (see Article 165-24, paragraph 5, 7, the proviso of 2-(1) of Insurance Business Act).

(2) Procedures for Registration of Merger

It was determined that the following written document must be attached to the written application in the locality of a company's head office, according to the classification listed as follows in addition to a permit issued by a government agency or public office or a transcript of this certified by the agency or office (Article 19 of the Commercial Registration Act):

A. Registration of change due to an absorption-type merger (Article 170, paragraph 1 of Insurance Business Act)

(a) The minutes etc. related to resolution for merger in an Absorption-Type Merger (Article 46 of the Commercial Registration Act)

(b) The written document prescribed in Article 80 of the Commercial Registration Act (excluding the ones relating to Procedures for Protection of Creditors of the Companies Act concerning a Stock Company conducting Insurance Business.)

(c)A document on procedures for protection of creditors of Insurance Business Act concerning a Stock Company conducting Insurance Business (see Article 170, paragraph 1, item 1 and 4, and Article 80, the second sentence of item 3, and the second sentence of item 8, 2, (2) A to C of Insurance Business Act, the second sentence of Article 89, the second sentence of item (viii), 2(2) A to B of the Commercial Registration Act.).

(d)A written document evidencing issuance of public notice under Article 254, paragraph 3 of Insurance Business Act in the case of modification of contracts with regard to insurance contracts (excluding specified contracts)(Article 170, paragraph 1, item 5 of the same Act.).

B. A registration of incorporation due to consolidation-type merger (Article 179, paragraph 2 of Insurance Business Act)

(a) Documents specified in Article 81 of the Commercial Registration Act (excluding a document on procedures for protection of creditors concerning stock companies conducting insurance business)

(b) Documents of A, (c) and (d).

4. Company Split

(1) Procedures for Company Split

In the case where a stock company conducting insurance business is involved in the company split, it may issue public notice for the effect that it shall split the company by means of publication in official gazette and means of public notice stipulated in the articles of incorporation in place of the procedures for protection of creditors and must give separate notice to each known creditor (limited to the creditors of obligations that have arisen due to a tort in the case effecting the company split of the stock company conducting insurance business), and policyholders and other creditors listed in Article 173-4, each item of paragraph 1 may state their objections (paragraph (1), (2) and (9) of the same Article).

In addition, the same shall apply to handling of the cases where the rights of policyholders who have stated their objections are not insurance claims etc. with the one of reductions in amount of capital (see Article 173-4, paragraph 5, 6, the proviso of 2-(1) of Insurance Business Act).

(2) Procedures for Registration of Company Split

It was provided that the following written document must be attached to the written application in the locality of a company's head office, according to the classification listed as follows in addition to a permit issued by a government agency or public office or a transcript of this certified by the agency or office (Article 19 of the Commercial Registration Act):

A. Registration of change due to an Absorption-Type Split by a succeeding company in an absorption-type split (Article 173-8, paragraph 2 of Insurance Business Act)

(a) The minutes etc. related to resolution for company split in a succeeding company in an absorption-type split (Article 46, 93 of the Commercial Registration Act etc.)

(b) Documents specified in Article 85 or 109, paragraph 1 of the Commercial Registration Act etc. (excluding documents on procedures for protection of creditors under the Companies Act relating to Stock Companies conducting Insurance Business).

(c) Documents on procedures for protection of creditors under the Companies Act relating to Stock Companies conducting Insurance Business (see 2-(2). A to C).

B. Registration of incorporation due to an incorporation-type company split (Article 173-8, paragraph 1 of the Insurance Business Act)

(a) Documents specified in Article 86, or 109, paragraph 2 of the Commercial Registration Act etc. (excluding documents on procedures for protection of creditors under the Companies Act relating to Stock Companies conducting Insurance Business).

(b) Documents of A, (c).

5. Transitional Measures

(1) Means of Public Notice

It was determined that stock companies conducting insurance business in existence upon enforcement of Arrangement Act may adopt publication in an official gazette as means of public notice until conclusion of the annual general shareholders' meeting that concludes first after Effective Date (Article 20, paragraph (12) of Cabinet Order that Provides Transitional Measures for the Enforcement of Act on the Revision etc. of Related Act that Accompany the Enforcement of the Companies Act after Revision pursuant to Article 45 of the Revision Cabinet Order Related to Revision Order Related to Financial Services Agency (Cabinet Order No. 357 of 2005; hereinafter referred to as "Cabinet Order for Transitional Measures.)).

(2) Others

It was determined that the provisions then in force shall remain applicable to the following acts excluding the matters to be registered for such registration, and also to the procedures the documents to be attached thereto and other registration in such case (Article 216, paragraph (7), paragraph (33) and paragraph (62) of Arrangement Act) .

A. Reduction of capital that requires a resolution by a shareholders' meeting in case where procedures to convene such shareholders' meeting is commenced before Effective Date;

B. Merger, absorption-type company split or incorporation-type company split whose merger agreement, split agreement or plan on company split is prepared before Effective Date.

Section 3. Registration of Confirmed Stock Company

1. Abolishment of Special Provisions of Old Commercial Code

Due to abolishment of a minimum capital system in the Companies acts, abolishment of obligation for certificate of deposit of paid money pertaining to promoting a corporation and expansion of range of Property Contributed in Kind that requires no investigation by an inspector, the old Commercial Code on confirmed stock companies or confirmed limited liability companies (Act of No. 48 of March 9, 1899), the old Limited Liability Companies Act and Special Provisions of the old Commercial Registration Act (see Article 3-2 to 3-20 of the old Act on Promotion of New Business Activities of Small and Medium-Sized Enterprises (Act of No. 18 of 1999), and The Ministry of Justice, the Civil Affairs Bureau, the Commercial Affairs Division No. 995 as of April 13 of 2005, Notice by Director of the Commercial Affairs Division of the Civil Affairs Bureau, the Ministry of Justice) were abolished.

2. Handling of confirmed companies or confirmed limit liability companies in existence upon enforcement of Arrangement Act (hereinafter referred to as "Confirmed Stock Companies etc.".) after Effective Date

(1) Procedures for abolishment of provisions of grounds for dissolution)

While it was provided that Confirmed Stock Companies etc. shall specify the fact that they shall dissolve after five years elapses from the date of establishment without registering to change their amount of stated capital to be 10,000,000JPY or more (for confirmed limited liability companies, 3,000,000JPY.) (see Article 3-4 of the old Act on Promotion of New Business Activities of

Small and Medium-Sized Enterprises), for such provisions, change of articles of incorporation to abolish such provisions may be performed by decision by majority of Directors etc. (for companies with board of directors, resolution by board of directors) as well as by a special resolution by shareholders' meeting) (Article 448 of Arrangement Act).

(2) Procedures for registration of abolishment provisions of grounds for dissolution

When there is a change to articles of incorporation of (1), with regard to a confirmed company, the registration of the change must be completed for registration of change due to abolishment of provisions of grounds for dissolution at the location of the head office within two weeks (Article 915, paragraph (1) of the Companies Act).

Minutes of a shareholders' meeting or a board of directors or a document evidencing that the consent of majority of directors has been obtained must be attached to the written registration application (Article 46 of the Commercial Registration Act). The amount of registration tax payable shall be 30,000JPY per application (Appended Table 1, No.24 (1)S, of Registration and License Tax Act).

(3) In case where provisions of grounds for dissolution is not abolished

When Confirmed Companies are dissolved pursuant to provisions of such articles of incorporation without changing of articles of incorporation of (1) before five years elapses from the date of their establishment, the registration of dissolution must be completed at the location of the head office within two weeks (Article 926 of the Companies Act).

3. Handling of procedures after Effective Date for establishment that has commenced before Effective Date

While, with regard to establishment of stock companies pertaining to articles of incorporation that have received certification of Article 167 of the former Commercial Code before Effective Date, the provisions of the former Commercial Code and the former Commercial Registration Act then in force shall remain applicable(Article 75 and 136, paragraph (11) of Arrangement Act), the transitional measures for special provisions of the former Commercial Code and the former Commercial Registration Act in the old Act on Promotion of New Business Activities of Small and Medium-Sized Enterprises have not been established (Article 448 of Arrangement Act). Accordingly, application for registration of establishment of stock companies by procedures the former Commercial Code without attachment of certificate of deposit of paid money of institutions that handle payments may not be accepted after Effective Date.

4. Handling of Confirmed Stock Companies based on Law for Facilitating Creation of New Business before abolishment

It was determined that the same provisions with 1 to 3 shall also apply to confirmed companies or confirmed limit liability companies (the ones whose applications for confirmation have been filed to the Minister of Economy, Trade and Industry prior to April 13, 2005) based on Law for Facilitating Creation of New Business (Act No. 152 of 1998) before abolishment pursuant to Act on Promotion of New Business Activities of Small and Medium-Sized Enterprises (Act No. 30 of 2005) (Article 9 of Supplementary Provisions of Act for Partial Revision of Act on Promotion of New Business Activities of Small and Medium-Sized Enterprises, Article 457 of Arrangement Act).

Section 4. Registration Based on Act on Special Measures for Industrial Revitalization

1. Special provisions concerning investigation for contribution in kind and property transactions

In case where business operator newly establishes by contributing or transferring its assets in accordance with an approved plan, or contributes its assets to another stock company, no investigation shall be required and no attachment of documents on investigation by an inspector shall be required for an application of change of registration due to registration of establishment or issuance of shares for subscription (Article 10 and 11 of Act on Special Measures for Industrial Revitalization (Act No. 131 of 1999; hereinafter referred to as "Industrial Revitalization Act".). See the Ministry of Justice, the Civil Affairs Bureau, the Commercial Affairs Division No. 995 as of April 9 of 2003, Notice by Director of the Commercial Affairs Division of the Civil Affairs Bureau, the Ministry of Justice).

Additionally, it was determined that the same shall apply to the case where a business operator contributes its assets to another stock company upon exercise of share options (Article 11 of Industrial Revitalization Act).

2. Abolishment of special provisions on simplified organizational reconstruction

Due to easing of requirements for simplified organizational reconstruction in the Companies Act, an approved business operator or a stock company that is its affiliated business operator (that refers to as a business operator that has the relationship specified by an ordinance of the competent minister as the one approved as having substantial control on its management, such as the fact that such approved business operator holds 50% or more of the total number of its outstanding shares. Article 2, paragraph (2), item (i)A of Industrial Revitalization Act), special provisions in case of simplified share exchange, simplified incorporation-type company split, simplified absorption-type company split or simplified merger in accordance with approved plan (Article 12-4, paragraph (1) and (5), Article 12-5, paragraph (1), Article 12-6, paragraph (1), (5) and (8), Article 12-7, paragraph (1) and (5) of the former Industrial Revitalization Act) were abolished.

3. Special provisions on short form reorganization

As before amendment, in accordance with approved plan, in case where a stock company that is a special affiliated business operator of an approved business operator (that refers to as an affiliated business operator whose two thirds of the voting rights of the total number of shareholders are held by the said approved business operator or its wholly owned subsidiary.) conducts absorption-type organizational reconstruction between the said approved business operator or other special affiliate business operator of the said other approved business operator or other approved business operator concerning the said approved plan or a stock company as a special affiliate business operator of the said other approved business operator (hereinafter referred to as "Said Approved Business Operator and Other Parties Concerned".), no special resolutions by shareholders' meeting shall be required in principal, as the special provisions of the requirements for short form reorganization of the Companies Act (Article 12, paragraph (1) of Industrial Revitalization Act).

Additionally, as before amendment, in case where a stock company as a special affiliate business operator of an approved business operator conduct consolidation-type merger, or incorporation-type company split in accordance with approved plan between the said approved business operator or other parties concerned (excluding the cases that fall under simplified company split.) shall not require special resolution by shareholders' meeting (Article 12, paragraph (1) of Industrial Revitalization Act).

The documents to be attached to the applications for registration shall be the same as before amendment (Article 12, paragraph (2) of Industrial Revitalization Act).

4. Abolishment of special revisions on delivery of specified money upon organizational reconstruction

Due to increased flexibility in consideration in the Companies Act, the special provisions of the former Commercial Code and the former Commercial Registration Act (Article 12-0 of the former Industrial Revitalization Act) that a Company Surviving the Absorption-type Merger etc. may deliver special money etc. in place of issuance of new shares in case where a stock company as an approved business operator conduct incorporation-type organizational reconstruction in accordance with approved plan were abolished; provided, however, as the rules pertaining to increased flexibility in consideration in the Companies Act is not applicable until the day on which one year has elapsed from Effective Date, it was determined that the special provisions of Article 12-9 of the former Industrial Revitalization Act shall remain applicable (Article 450, paragraph (7) and (8) of Arrangement Act).

5. Abolishment of special provisions on reduction in amount of stated capital (excluding 6.)

Due to review for organizations to resolve reduction in amount of stated capital in the Companies Act (Article 447, paragraph (3) of the same Act), in case where an approved business operator or a stock company that is its affiliated business operator reduce the amount of stated capital in accordance with approved plan (limited to the case of meeting certain requirements such as simultaneously with issuance of shares etc.), the special provisions of the former Commercial Code and the former Commercial Registration Act specifying that no special resolutions by shareholders' meeting shall be required were abolished.

6. Relaxation of special provisions regarding reverse stock splits conducted simultaneously with a reduction in the amount of capital stock

(1) Special provisions on consolidation of shares

In the case approval has been received from the competent minister in accordance with what is specified by Ordinance of the competent ministry as applicable to any of the following requirements in case where an approved business operator or a stock company that is its affiliated business operator conduct consolidation of shares simultaneously with reducing the amount of retained earnings reserve, such consolidation of shares by a special resolution by shareholders' meeting (for a company with board of directors, resolution of the board of directors) (Article 12-2, paragraph (1) of Industrial Revitalization Act):

A. To decrease the size of the Share Unit simultaneously with consolidation of such shares or to abolish such number;

B. That the number of unit owned by shareholders respectively after consolidation of such

shares (in case of abolishment of the number of share unit, the number of shares) is not less than the number of share unit owned by owned by shareholders before consolidation.

(2) Special provisions on registration of change due to consolidation of shares

The applications for registration must accompany the document evidencing that approval of Article 12-2 of Industrial Revitalization Act has been received from the competent minister in addition to the documents of Article 61 of the Commercial Registration Act (paragraph (2) of the same Article). More specifically, as before amendment, the approval certificate provided in Article 29, paragraph (11) of Regulations on the Enforcement of the Act on Special Measures Concerning Revitalization of Industry and Innovation in Industrial Activities (Ordinance of the Cabinet Office; Ministry of Internal Affairs; Ministry of Finance; Ministry of Health, Labour and Welfare; Ministry of Agriculture, Forestry and Fisheries; Ministry of Economy, Trade and Industry; Ministry of Land, Infrastructure, Transport and Tourism; and Ministry of the Environment No. 1 of 2009) shall fall under this document.

7. Transitional measures

It was determined that the provisions then in force shall remain applicable to the following acts excluding the matters to be registered for such registration, and also to the procedures on the documents to be attached thereto and other registration in such case (Article 450, paragraph (2) to (4) and (6) of Arrangement Act).

(1) Merger, absorption-type company split, incorporation-type company split or share exchange conducted in accordance with approved plan by which written merger agreement, written company split agreement or written share exchange agreement is prepared prior to Effective Date;

(2) Reduction in stated capital or merger of shares in case of resolution is made by a board of directors prior to Effective Date.

Section 5. Registration Based on the Corporate Reorganization Act

1. Registration on reorganization procedures

Handling of registration of an order for temporary administration or supervision order, a registration of the commencement of reorganization, a registration of Confirmation or disconfirmation of Reorganization Plans, a registration of restoring power by an organization of a reorganizing company, registration of abolishment of reorganization procedures, a registration of closing of reorganization procedures and other registration on other reorganization procedures shall be the same as before except for the provision that a reorganizing company shall not commission the registry office having jurisdiction over the location of a branch of the reorganizing company (Article 258 and 259 of the Corporate Reorganization Act (Act No. 154 of 2002), Article 15 and 16 of Order for Enforcement of the Corporate Reorganization Act (Cabinet Order No.121 of 2003; hereinafter referred to as "Enforcement Order of the Corporate Reorganization Act". See Circular Notice by the Director-General of the Civil Affairs Bureau of Ministry of Justice, Civil Affairs Bureau, Commercial Affairs Division No.936)

2. Regulations on Implementation of Reorganization Plans

(1) General rules for documents to be attached

A. Relationship with the Commercial Registration Act

(A) Registration upon commission

It was determined that the provisions on the documents to be attached of written commission for registration in case where any matters to be registered occur due to implementation of reorganization plans shall not only follow the rules following B, but also the provisions on the documents to be attached of the applications in the provisions of the Commercial Registration Act shall apply mutatis mutandis thereto. (Article 2 of the Order for Enforcement of the Corporate Reorganization Act).

(B) Registration due to application

It is determined that the provisions on the documents to be attached of written commission for registration in case where any matters to be registered occur after the end of reorganization proceedings shall not only follow the rules following B, but also the provisions of the Commercial Registration Act shall apply mutatis mutandis thereto. (Article 2 of the Order for Enforcement of the Corporate Reorganization Act).

B.Trascript of order of confirmation

As before amendment, while in case where a transcript of written judgement for order confirming of reorganization plans (hereinafter referred to "Transcript of Order of Confirmation".) must be attached, that effect was specified as a general rule (Article 3, paragraph (1) of the Order for Enforcement of the Corporate Reorganization Act).

C. Exclusion of application for provisions of the documents to be attached on the minutes of shareholders' meeting

As before amendment, while it is specified that in the course of the implementation of a reorganization plan, notwithstanding the provisions of the Companies Act and other laws and regulations or the articles of incorporation, neither a resolution of the shareholders meeting nor a decision of any other organ of the reorganizing company or the stock company to be incorporated under the clauses prescribed in Article 183 will be required (Article 210, paragraph (1) of the same Act) and no minutes of the shareholders' meeting on the decision by such organization etc. (see Article 46 of the Commercial Registration Act) will be required, due to arrangement of A, the provisions to that effect were established (Article 3, paragraph (2) of the Order for Enforcement of the Corporate Reorganization Act).

D. Exclusion of application for provisions of the documents to be attached on record of the amount of stated capital

It was determined that the particulars on the amount of stated capital and other calculations that such reorganizing company should record on the acts conducted based on reorganization plan shall be specified by such reorganization plan, Notwithstanding the provisions of Regulations on Corporate Accounting (Ministry of Justice Ordinance No. 13 of 2006) (Article 88, paragraph (1) of Regulations on Corporate Accounting). Accordingly, it was

determined that, even in case where establishment or increase or decrease in amount of stated capital must be registered due to implementation of reorganization plan, attachment of the document evidencing that the amount of stated capital is recorded in the application for registration pursuant to the provisions of the Companies Act and Regulations on Corporate Accounting shall not be required (Article 61, paragraph (5) of the Commercial Registration Regulations).

(1) Registration of change due to assumption of office

A. Directors etc.

(a) If a reorganization plan provides for the names of the directors, auditors, representative directors, members of respective committees, executive officers, representative executive officers, as before amendment, it is sufficient to attach Transcript of Order of Confirmation thereto, but not required to attach a document evidencing the person's consent to assume office (Article 4, paragraph (1) of the Order for Enforcement of the Corporate Reorganization Act).

(b) It was determined that, if a reorganization plan, provides for the means of election or appointment for the persons mentioned above pursuant to the provisions of Article 173, paragraph (1), the document on such election or appointment and the one evidencing the person's consent to assume office must be attached thereto in addition to Transcript of Order of Confirmation (Article 4, paragraph (2) of the Order for Enforcement of the Corporate Reorganization Act, Article 54, paragraph (1) of the Commercial Registration Act, paragraph (1)).

B. Accounting advisor or accounting auditor

(a) If a reorganization plan provides for the names of accounting advisors or accounting auditors, as before amendment, it is sufficient to attach a Transcript of Order of Confirmation thereto, but not required to attach a document evidencing the person's consent to assume office (Article 4, paragraph (1) of the Order for Enforcement of the Corporate Reorganization Act, Article 54, paragraph (1) of the Commercial Registration Act, paragraph (2), item (ii) and (iii)).

a. In case where these persons are juridical persons, a certificate of the matters registered of the said juridical persons.

It is determined that, in case where the said juridical persons file an application for registration at a registered registry office and qualification of the representative person may be confirmed from the registry of the said juridical person, attachment shall not be required (the statement shall be omitted hereinafter as the case where a certificate of the matters registered becomes a document to be attached shall apply as a general rule.)

b. In case where such persons mentioned above are not corporations, the documents evidencing that such persons are qualified persons specified in Article 333, paragraph (1) or Article 337, paragraph or Article 337, paragraph (1).

(b) It was determined that, in case where the means of election or for accounting advisors or accounting auditors are specified pursuant to the provisions of Article

173, paragraph (1), item (iv) or (vi), written commission of (a) or application must accompany the document on such election, the document evidencing the person's consent to assume office and the document of (a)a or b in addition to a transcript of order of confirmation (Article 4, paragraph (2) of the Order for Enforcement of the Corporate Reorganization Act, Article 54, paragraph (2) of the Commercial Registration Act).

C. Liquidators, or representative liquidators

(a) It was determined that, when rules on the case that the reorganizing company becomes a liquidating stock company at the time of an order of confirmation of the reorganization plan are developed and the reorganization plan provides for the names of liquidators, or representative liquidators pursuant to the provisions of Article 173, paragraph (2) of the Corporate Reorganization Act as the case for directors, such persons become liquidators or representative liquidators at the time of an order of confirmation of the reorganization plan (Article 173, paragraph (2), Article 211, paragraph (1) of the Corporate Reorganization Act).

In this case, it is sufficient to attach the articles of incorporation to the written commission or application for registration of liquidators or representative liquidators (Article 73, paragraph (1) of the Commercial Registration Act).

(b) It was determined that, if a reorganization plan, pursuant to the provisions of Article 173, paragraph (2), provides for the means for election or appointment of liquidators or representative liquidators, such election or appointment will be implemented by the means prescribed in the reorganization plan (Article 211, paragraph (2) and (3) of the Corporate Reorganization Act).

In this case, the articles of incorporation, documents on such election or appointment and the document evidencing the person's consent to assume office in addition to a transcript of the order of confirmation must be attached to the written commission of (a) and application (Article 73, paragraph (1) of the Commercial Registration Act, Article 5 of the Order for Enforcement of the Corporate Reorganization Act).

(3) Registration of change due to reduction in the amount of stated capital

It is sufficient to attach a Transcript of Order of Confirmation to the written commission or application for change due to reduction in the amount of stated capital pursuant to the provisions of reorganization plan as before amendment but not required to attach a document evidencing the documents on procedures for protection of creditors (Article 6 of the Order for Enforcement of the Corporate Reorganization Act).

It is also sufficient to attach a Transcript of Order of Confirmation to the written commission or application for registration due to cancellation of shares, or split or continuation of companies pursuant to the provisions of reorganization plan (Article 3, paragraph (2) of the former Order for Enforcement of the Corporate Reorganization Act).

Additionally, it was determined that the document of Article 61 of the Commercial Registration Act in addition to a Transcript of Order of Confirmation must be attached to the written commission or application for registration of change due to consolidation of shares pursuant to the provisions of reorganization plan (see the same Article, Article 3, paragraph (2) of the former Order for Enforcement of the Corporate Reorganization Act).

(4) Registration of change due to issuance of shares for subscription

A. Issuance of shares for subscription

While the document evidencing application for subscription of shares for subscription or the contract of Article 205 of the Companies Act and the document evidencing that payments therefor have been made if money is the subject of contributions in addition to a Transcript of Order of Confirmation must be attached to the written commission or application for registration of change due to issuance of shares for subscription pursuant to the provisions of reorganization plan nearly as before amendment, the document on properties contributed in kind shall not be required to be attached thereto (the first sentence of Article 7 of the Order for Enforcement of the Corporate Reorganization Act).

Additionally, it was determined that, in case of extinguishment of the whole or part of the rights of reorganization creditors etc. or shareholders in a reorganization plan, if a reorganizing plan provides for to the effect that, if such persons file application of Article 203, paragraph (2) of the Companies Act, all the payments of amount to be paid in shares for subscription are deemed to be paid, the document evidencing such payments shall not be required to be attached to such written commission or application (the second sentence of Article 7 of the Order for Enforcement of the Corporate Reorganization Act).

B. Issuing of Shares in Exchange for Extinguishment of Rights of Reorganization Creditors or Shareholders

It was determined that with respect to the provisions to the effect that in case of extinguishment of rights of reorganization creditors or shareholders in reorganization plan, even if such persons have not applied therefor or made payments, the shares to be issued shall be allocated, the rules on issuance of shares in exchange for the extinguishment of the whole or part of the rights of such persons, and the following matters must be provided for the clauses of reorganization plan (Article 177-2, paragraph (1) of the Corporate Reorganization Act).

(a) The number of shares to be issued (for a Company with Classes of Shares, the classes of the shares to be issued and the number of shares for each class);

（b） Particulars concerning the stated capital or capital reserve to be increased; and

(c) Particulars concerning the allotment of the shares to be issued to reorganization creditors, etc. or shareholders.

It was determined that if there are these provisions in reorganization plan, reorganization creditors, etc. or shareholders shall become shareholders at the time of the order of confirmation of the reorganization plan, pursuant to such provisions (Article 17-2, paragraph (1) of the Corporate Reorganization Act).

It is sufficient to attach a Transcript of Order of Confirmation to the written commission or application for change due to issuance of shares pursuant to the provisions of such reorganization plan (Article 3, paragraph (1) of the Order for Enforcement of the Corporate Reorganization Act).

(5)Registration of change due to issuance of share options

A. Issuance of share options for subscription

In case of issuance of share options for subscription pursuant to the provisions of reorganization plan, in case of extinguishment of the whole or part of the rights of reorganization creditors etc. or shareholders in a reorganization plan, if there are provisions to the effect that, if such persons file application of Article 204, paragraph (2) of the Companies Act, all the payments of amount to be paid in share options for subscription are deemed to be paid, the document evidencing application for subscription of share options for subscription must be attached to such written commission or application for registration of change due to such issuance in addition to a Transcript of Order of Confirmation, but require attachment of the document evidencing that such payments have been made (Article 8, item (i) of the Order for Enforcement of the Corporate Reorganization Act).

B. Issuing of share options in exchange for extinguishment of rights of reorganization creditors or shareholders in exchange for the extinguishment of the rights of reorganization creditors, etc. or shareholders

It was determined that, if a reorganization plan have the provisions that provide the clauses on issuing of share options in exchange for extinguishment of rights of reorganization creditors or shareholders in exchange for the extinguishment of the rights of reorganization creditors, etc. or shareholders, as the provisions of (4)A, it is sufficient to attach a Transcript of Order of Confirmation to the written commission or application for change due to issuance of share options pursuant to such reorganization plan (Article 177-2, paragraph (2), Article 217-2, paragraph (2) of the Corporate Reorganization Act, Article 8, item (ii) of the Order for Enforcement of the Corporate Reorganization Act).

(6)Registration due to Reorganization

It was determined that, if a reorganization plan, pursuant to the provisions of Article 179, provides that the Reorganizing Company will effect reorganization, the provisions of Article 779 of the Companies Act on procedures for protection of creditors do not apply (Article 219 of the Corporate Reorganization Act).

It was determined that, if the Reorganizing Company will effect reorganization pursuant to the provisions of reorganization plan, the documents of Article 77 of the Commercial Registration Act in addition to a Transcript of Order of Confirmation must be attached to the written commission or application of registration on a membership company after such Reorganization, but not require attachment of the documents on procedures for protection of creditors of item (iii) of the same Article (Article 9 of the Order for Enforcement of the

Corporate Reorganization Act).

(7) Registration due to merger

A. Special provisions on merger

(a) Special provisions on procedures for protection of creditors

If a reorganization plan, pursuant to the provisions of Article 180 and 181, provides that the reorganizing company will effect an absorption-type merger or consolidation-type merger, the provisions on procedures for protection of creditors of Article 789 etc., of the Companies Act shall not apply to reorganizing companies as before amendment (Article 220, paragraph (2), (5) and (6), Article 221, paragraph (2) and (5) of the Corporate Reorganization Act).

(b) Special provisions on matters relating to calculations

It was determined that, as mentioned (1) d, the matters on the amount of stated capital that a reorganizing company should record concerning the acts conducted based on reorganization plan and other calculations shall be the provisions pursuant to the reorganization plan (Article 88, paragraph (1) of the Corporate Calculation Act). Additionally, when another company allocates money etc. to be delivered upon merger to Reorganization Creditors or Shareholders in case where a reorganizing company extinguishes due to merger, special provisions on the matters on calculation on such another company were established (paragraph (3) and (4) of the same Article).

B. Documents to be attached

(a) In case where a reorganizing company becomes a company extinguishing in an absorption-type merger

a. It was determined that while the document of Article 80 of the Commercial Registration Act in addition to a Transcript of Order of Confirmation must be attached to the application of registration of change due to absorption-type merger at the location of its principal office in case where the company surviving the absorption-type merger is a stock company, the following documents shall not be required to be attached thereto (Article 10, paragraph (1) of the Order for Enforcement of the Corporate Reorganization Act);

(a) Document on Record of the amount of stated capital (Article 80, item (iv) of the Commercial Registration Act)

(b) Document on approval of merger agreement of a reorganizing company (Article 80, item (vi) of the Commercial Registration Act)

(c) Document on procedures for protection of creditors of a reorganizing company (Article 80, item (viii) of the Commercial Registration Act)

b. It was determined that, while the document of Article 80, paragraph (1) of the Commercial Registration Act (including cases when applied mutatis mutandis pursuant to Article 115, paragraph (1) or Article 124 of the Commercial Registration Act) in addition to a Transcript of Order of Confirmation must be attached to the application of registration of change due to

absorption-type merger at the location of its principal office in case where the company surviving the absorption-type merger is a membership company, attachment of the documents a(b) and (c) shall not be required thereto (Article 10, paragraph (2) of the Order for Enforcement of the Corporate Reorganization Act).

(b) In case where a reorganizing becomes a company surviving the absorption-type merger

It was determined that, while the document of Article 80, paragraph (1) of the Commercial Registration Act in addition to a Transcript of Order of Confirmation must be attached to the written commission or the application of registration of change due to absorption-type merger, the following documents shall not be required to be attached thereto (Article 10, paragraph (3) of the Order for Enforcement of the Corporate Reorganization Act).

a. Documents on short form merger or simplified merger of a reorganizing company (Article 80, item (ii) of the Commercial Registration Act)
b. Document on procedures for protection of creditors of a reorganizing company (Article 80, item (iii) of the Commercial Registration Act);
c. Document on Record of the amount of stated capital (Article 80, item (iv) of the Commercial Registration Act)

(c) In case where a reorganizing becomes a company extinguishing in the consolidation-type merger

a. It was determined that, while the document of Article 81 of the Commercial Registration Act in addition to a Transcript of Order of Confirmation must be attached to the application of registration of change due to consolidation-type merger in case where a company incorporated in the consolidation-type merger is a stock company, the following documents shall not be required to be attached thereto (Article 10, paragraph (4) of the Order for Enforcement of the Corporate Reorganization Act).

(a) Document on Record of the amount of stated capital (Article 80, item (iv) of the Commercial Registration Act) (Article 81, item (iv) of the Commercial Registration Act)

(b) Document on approval of merger agreement of a reorganizing company (Article 81, item (vi) of the Commercial Registration Act)

(c) Document on procedures for protection of creditors of a reorganizing company (Article 81, item (viii) of the Commercial Registration Act).

b. It was determined that, while the document of Article 108, paragraph (2) the Commercial Registration Act (including cases when applied mutatis mutandis pursuant to Article 115, paragraph (1) or Article 124 of the Commercial Registration Act) in addition to a Transcript of Order of Confirmation must be attached to the application of registration of change due to consolidation-type merger in case where a company incorporated in the consolidation-type merger is a membership company, the following documents shall not be required to be attached thereto (Article 10, paragraph (5) of the Order for Enforcement of the Corporate Reorganization Act).

(a) Document evidencing that the consent of all the shareholders has been obtained

(Article 108, paragraph (2), item (iv) of the Commercial Registration Act);

(b) Document on procedures for protection of creditors of a reorganizing company (Article 108, paragraph (2), item (iii) and Article 81 (viii) of the Commercial Registration Act).

(8) Registration due to company split

A. Special provisions on company split

If a reorganization plan, pursuant to the provisions of Article 182 or 182-2, provides that the reorganizing company will effect an absorption-type company split or an incorporation-type company split, as merger pursuant to the provisions of the reorganizing plan, there are special provisions of the Companies Act for the matters on procedures for protection of creditors and calculations (see Article 222, paragraph (1) and (2), Article 223, paragraph (1) of the Corporate Reorganization Act, Article 88, paragraph (1), (7)A of Regulations on Corporate Accounting).

B. Documents to be attached

(a) In case where a reorganizing company becomes a company splitting in the absorption-type company split

a. It was determined that, while the document of Article 85 of the Commercial Registration Act in addition to a Transcript of Order of Confirmation must be attached to the application of registration of change due to absorption-type company split by a succeeding company in the absorption-type company split in case where a succeeding company in the absorption-type company split is a stock company, the following documents shall not be required to be attached thereto (Article 11, paragraph (1) of the Order for Enforcement of the Corporate Reorganization Act).

(a) Document on Record of the amount of stated capital (Article 80, item (iv) of the Commercial Registration Act)

(b)Document on the absorption-type company split agreement of a reorganizing company (Article 85, item (vi) of the Commercial Registration Act)

(c)Document on procedures for protection of creditors of a reorganizing company (Article 85, item (viii) of the Commercial Registration Act).

b. It was determined that, while the document of Article 109, paragraph (1) of the Commercial Registration Act (including cases when applied mutatis mutandis pursuant to Article 116, paragraph (1) or Article 125 of the Commercial Registration Act) in addition to a Transcript of Order of Confirmation must be attached to the application of registration of change due to absorption-type company split by a succeeding company in the absorption-type company split, attachment of the documents a(b) and (c) shall not be required thereto (Article 11, paragraph (2) of the Order for Enforcement of the Corporate Reorganization Act).

(b) In case where a reorganizing company becomes a succeeding company in the absorption-type company split

It was determined that, while the document of Article 85, paragraph (1) of the Commercial Registration Act in addition to a Transcript of Order of Confirmation must be attached to the application of registration of change due to absorption-type company split by a succeeding company in the absorption-type company split, the following documents shall not be required to be attached thereto (Article 11, paragraph (3) of the Order for Enforcement of the Corporate Reorganization Act).

a. Documents on short form company split or simplified company split of a reorganizing company (Article 85, item (ii) of the Commercial Registration Act);

b. Document on procedures for protection of creditors of a reorganizing company (Article 85, item (iii) of the Commercial Registration Act);

c. Document on Record of the amount of stated capital (Article 80, item (iv) of the Commercial Registration Act)

(c) In case where a reorganizing company becomes a company splitting in the absorption-type company split

a. It was determined that, while the document of Article 85, paragraph (1) of the Commercial Registration Act in addition to a Transcript of Order of Confirmation must be attached to the application of registration of change due to establishment by incorporation-type company splitting in the absorption-type company split is a stock company, the following documents shall not be required to be attached thereto (Article 11, paragraph (4) of the Order for Enforcement of the Corporate Reorganization Act).

(a) Document on Record of the amount of stated capital (Article 86, item (iv) of the Commercial Registration Act)

(b) Document on approval of incorporation-type company split plan of a reorganizing company (Article 86, item (vi) of the Commercial Registration Act)

(c) Document on procedures for protection of creditors of a reorganizing company (Article 86, item (viii) of the Commercial Registration Act).

b. It was determined that, while the document of Article 109, paragraph (2) of the Commercial Registration Act (including cases when applied mutatis mutandis pursuant to Article 116, paragraph (1) or Article 125 of the Commercial Registration Act) in addition to a Transcript of Order of Confirmation must be attached to the application of registration of change due to establishment by incorporation-type company split in case where a company splitting in the absorption-type company split is a membership company, attachment of the documents a(b) and (c) shall not be required thereto (Article 11, paragraph (3) of the Order for Enforcement of the Corporate Reorganization Act).

(9) Registration of change due to share exchange

A. Special provisions on share exchange

If a reorganization plan, pursuant to the provisions of Article 182-3, provides that the reorganizing company will effect a share exchange, as the cases of merger pursuant to the provisions of the reorganization plan, there are special provisions of the Companies Act for

the matters on procedures for protection of creditors and calculations (see Article 224, paragraph (2), (5) and (6) of the Corporate Reorganization Act, Article 88, paragraph (1), (7)A of Regulations on Corporate Accounting).

B. Matters to be attached

(a) In case where a reorganizing company becomes a wholly owned subsidiary company in share exchange

a. It was determined that, while the document of Article 89 of the Commercial Registration Act in addition to a Transcript of Order of Confirmation must be attached to the application of registration of change due to share exchange by a wholly owned subsidiary company in share exchange in case where a wholly owned subsidiary company in share exchange is a stock company, the following documents shall not be required to be attached thereto (Article 12, paragraph (1) of the Order for Enforcement of the Corporate Reorganization Act).

(a) Document on Record of the amount of stated capital (Article 89, item (iv) of the Commercial Registration Act)

(b) Document on approval of a share exchange agreement of a reorganizing company (Article 89, item (vi) of the Commercial Registration Act)

(c) Document on procedures for protection of creditors of a reorganizing company (Article 89, item (vii) of the Commercial Registration Act).

b. It was determined that, while the document of Article 126, paragraph (1) of the Commercial Registration Act in addition to a Transcript of Order of Confirmation must be attached to the application of registration of change due to share exchange by a wholly-owning parent company in the share exchange in case where the wholly-owning parent company in the share exchange is a limited liability company, attachment of the documents a(b) and (c) shall not be required thereto (Article 12, paragraph (2) of the Order for Enforcement of the Corporate Reorganization Act).

(b) In case where a reorganizing company is a wholly-owning parent company in the share exchange

It was determined that, the document of Article 89 of the Commercial Registration Act in addition to a Transcript of Order of Confirmation must be attached to the written commission or an application of change due to share exchange by a wholly-owning parent company in the share exchange, the following documents shall not be required to be attached thereto (Article 12, paragraph (3) of the Order for Enforcement of the Corporate Reorganization Act).

a. Document on summary share exchange or simplified share exchange of reorganizing company (Article 89, item (ii) of the Commercial Registration Act);

b. Document on procedures for protection of creditors of a reorganizing;
company (Article 89, item (iii) of the Commercial Registration Act)

c. Document on Record of the amount of stated capital (Article 80, item (iv) of the Commercial Registration Act).

(10) Registration of establishment due to share transfer

A. Special provisions on share transfer

If a reorganization plan, pursuant to the provisions of Article 182-4, provides that the reorganizing company will provides for a share transfer, as the cases of merger pursuant to the provisions of the reorganization plan, there are special provisions of the Companies Act for the matters on procedures for protection of creditors and calculations ((see Article 224, paragraph (2) of the Corporate Reorganization Act, Article 88, paragraph (1), (7)A of Regulations on Corporate Accounting).

B. Matters to be attached

It was determined that, the document of Article 90 of the Commercial Registration Act in addition to a Transcript of Order of Confirmation must be attached to the written commission or an application of establishment due to share transfer by a wholly-owning parent company in the share exchange, the following documents shall not be required to be attached thereto (Article 13 of the Order for Enforcement of the Corporate Reorganization Act).

(a) Document on Record of the amount of stated capital (Article 90, item (iv) of the Commercial Registration Act)

(b) Document evidencing approval of share transfer of a reorganizing company (Article 90, item (vi) of the Commercial Registration Act)

(c) Document on procedures for protection of creditors of a reorganizing company (Article 90, item (vii) of the Commercial Registration Act).

(11) Registration of establishment due to incorporation of new companies

A. Special provisions on incorporation of new companies

If a reorganization plan, pursuant to the provisions of 183 of the Corporate Reorganization Act, provides for establishment of new companies, nearly as before amendment, there are special provisions as follows (Article 225 of the same Act).

(a)That the trustee performs the duties of the incorporators of the stock company;

(b) That the articles of incorporation of the new company are not effective unless certified by the court;

(c) That Property Contributed in Kind requires no investigation by an inspector;

(d) That, if a reorganization plan provides for the names of directors etc. at incorporation of Article 183, item (x) of the Corporate Reorganization Act, such persons shall become directors etc. at the time of an order of confirmation of the reorganization plan;

(e) That, if a reorganization plan provides for means of election or appointment for the persons mentioned above in (d), such election or appointment shall be conducted by the means pursuant to the provisions of the reorganization plan; and

(f)That a resolution may be adopted at the organizational meeting of the new company as long as its content is not contrary to the purport of the reorganization plan.

B. Matters to be attached

(a) In case of incorporation of a stock company of Article 183 pursuant to the provisions of a

reorganization plan, while documents of Article 47, paragraph (2) and (3) of the Commercial Registration Act in addition to a Transcript of Order of Confirmation must be attached, the following documents shall not be required to be attached thereto (the first sentence of paragraph (1) of Article 14 of the Order for Enforcement of the Corporate Reorganization Act).

a. Documents on Property Contributed in Kind etc. (Article 47, paragraph (2), item (iii) and (iv) of the Commercial Registration Act);

b. Documents on election of representative directors etc. at incorporation (Article 47, paragraph (2), item (vii) and (viii) of the Commercial Registration Act);

c. The minutes of the organizational meeting and class organizational meeting(Article 47, paragraph (2), item (ix) of the Commercial Registration Act)

d. Documents on decision of a incorporator (limited to the ones on the matters provided for in a reorganization plan, Article 47, paragraph (3) of the Commercial Registration Act).

(b) As exceptions of (a), it was determined that the following documents must also be attached thereto in case of the following cases:

a. If a reorganization plan provides for to that effect that, in case of extinguishment of the rights of reorganization creditors, etc. or shareholders, if a reorganizing plan provides for to the effect that, if such persons file application of Article 59, paragraph (3) of the Companies Act, all the payments of amount to be paid in shares for subscription are deemed to be paid, the documents evidencing that such payments have been paid;

b. If a reorganization plan provides for to the clauses on issuance of new company shares issued at incorporation in exchange for the extinguishment of the rights of reorganization creditors, etc. or shareholders, the documents evidencing that such payments have been paid (in this case, as the new company does not solicit persons who subscribe shares issued at incorporation, attachment of the documents of Article 47, paragraph (2), item (ii) of the Commercial Registration Act shall not be required.);

c. if a reorganization plan provides for the names of directors etc. at incorporation of Article 183, item (x) of the Corporate Reorganization Act, the documents evidencing the persons' consent to assume office.

(c) Additionally, it was determined that, if a reorganization plan provides for means of election or appointment of Article 183, item (viii) or (ix) of the Corporate Reorganization Act for the directors etc. at incorporation of the same Article, paragraph (x) of the same Act, the documents on such election or appointment must be attached thereto in addition to the documents evidencing the persons' consent to assume office (Article 14, paragraph (2) of the Order for Enforcement of the Corporate Reorganization Act).

(12) Transitional Measures

A. It was determined that the provisions then in force remain applicable to the documents to be attached to a written commission or an application of a company in case where the matters to be registered due to implementation of a reorganization plan which is referred to a resolution before Effective date occur (Article 16 of Development Ordinance Related to the Ministry of Justice).

B. It was determined that, if a reorganization plan provides for the clauses on merger, company split, share exchange or share transfer, rules pertaining to flexibility of consideration for the merger, etc. shall be applicable and share options or bonds may be allocated to the shareholders of a company extinguishing in an absorption-type merger (see Article 158, paragraph (6) of Arrangement Act, Article 181, item (iv) of the former Corporate Reorganization Act).

3. Special limited liability companies

As a special limited liability survives as a stock company after Effective date, the provisions of the Corporate Reorganization Act shall also be applicable thereto (Article 2, paragraph (1) of Arrangement Act)

Part 2. Registration of Corporations etc.

Section 1. Registration of Intermediate Corporations

1. Limited liability intermediate corporations

(1) Amendment on Limited liability intermediate corporations

A. Matters to be registered for limited liability intermediate corporations (registration of joint representatives etc.), incorporation (matters required to be detailed in the articles of incorporation, minimum total amount of funds, range of Property Contributed in Kind that requires no investigation by an inspector, obligation for certificate of deposit of paid money etc.), organizations (authority of general meeting of members, election and dismissal and term of office of directors or auditors etc.), Chage of articles of incorporation (increase in funds etc.), dissolution (deemed dissolution of dormant intermediate corporations etc.), liquidation and other matters shall be almost the same as before amendment (see the Ministry of Justice, the Civil Affairs Bureau, the Commercial Affairs Division No.85 as of January 15, of 2002, notification by the Director-General of the Civil Affairs Bureau) shall be almost the same as before amendment.

B. General meeting of members

(a) In case where a general meeting of members is held

Minutes of a general meeting of members;

With respect to the minutes of a general meeting of members, legal obligation for the signature or the name or seal of chairman and directors attended (see Article 35, paragraph (2) of the former Intermediate Corporation Act (Act No.49 of 2001)) was abolished; provided, however, with respect to such minutes of the general meeting of members in case where directors are appointed by resolution of the general meeting of members, the name or seal of chairman and directors attended may be required (Article 7 of the

Corporate Registration Regulations, Article 61, paragraph (4), item (i) of Commercial Registration Regulations).

(b) In case where resolution of a general meeting of members is omitted

It is determined that, in case where a resolution of the general meeting of members is deemed to have been made, the minutes including the contents etc. of the matters that such resolution is deemed to have been made (Article 35-2, paragraph (1) of Intermediate Corporation Act) shall be prepared (Article 5, paragraph (4) of Regulations on the Enforcement of Intermediate Corporation Act (Ministry of Justice Ordinance No. 8 of 2003).

(2)Amendment on registration of limited liability intermediate corporations

A. Registration of incorporation

(a) Documents to be attached

It was determined that the following documents must be attached to a written application for registration of incorporation (Article 151, paragraph (2), Article 47, paragraph (2) of the Commercial Registration Act, Article 3, paragraph (2) of Regulations on Enforcement Order of Intermediate Corporation Act (Cabinet Order No. 365 of 2005)):

a. Articles of incorporation;

b. Documents evidencing offers to contribute funds in response to solicitation of Article 14, paragraph (1) of Intermediate Corporation Act;

c. In case where the articles of incorporation include the statements on the matters listed in the items of Article 11, paragraph (1) of Intermediate Corporation Act (provisions relating to anomalous incorporation), the following matters:

(a) Documents stating investigation report of an inspector or, director and auditor and annexed documents thereto;

It was determined that such documents must be attached thereto in case where the articles of incorporation include provisions relating to anomalous incorporation.

(b) Documents evidencing market price of exchange of securities in the cases listed in Article 17, paragraph (9), item (ii) of Intermediate Corporation Act;

It is insufficient to attach the documents evidencing the market prices other than the market prices of the exchange (see Article 47, paragraph (2), item (iii)B) as before amendment;

(c)In case listed in Article 33, paragraph (10), item (ii) of the Companies Act as applied mutatis mutandis pursuant to Article 24, paragraph (2), documents stating verification of an attorney etc. and annexed documents thereto;

d. If there has been a court judgement on a report by an inspector, a transcript of said judgement;

e. A certificate of deposit of money of an institution that handles payments;

f. Documents evidencing consent to assume office by directors and auditors (in case where a representative director is specified, such representative director shall be included.);

As before amendment, Article 61, paragraph (2) and (3) of Commercial Registration Regulations shall not apply mutatis mutandis to Article 7 of the Corporate Registration Regulations, it is not required to attach a certificate prepared by a mayor for the seal impression of the written consent to assume office of a director or a representative director;

g. In case where resolution of a general meeting of members for the matters to be registered, the minutes of the general meeting of members (Article 151, paragraph of Intermediate Corporation Act, Article 46, paragraph (2) of the Commercial Registration Act);

As before amendment, this includes the case where a director or an auditor is appointed in a general meeting of members, or a representative director is specified.

h. In case where the consent of specific directors is required for the matters to be registered, the document evidencing such consent (Article 151, paragraph (2) of Intermediate Corporation Act, Article 46, paragraph (1) of the Commercial Registration Act);

As before amendment, this includes the cases where the directors specify the location of the principal office or a representative director is specified by mutual election based on the provisions of the articles of incorporation (proviso of Article 45, paragraph (2) of Intermediate Corporation Act) etc.

(b) Registration and license tax

Seven-thousandths of the total amount of funds (including substitute funds.) (in case where the amount of tax calculated by this is less than 60,000JPY, 60,000JPY) as registration and license tax per application at the location of the principal office, and 9,000JPY at the location of the secondary office (Appended Table 1, No.24 (1)C, (2)A of Registration and License Tax Act).

B. Registration of change due to assumption of office of directors or a representative director

(a) Documents to be attached

The documents equivalent to the ones to be attached of registration of change due to assumption of office of directors or a representative director in a stock company other than a company with board of directors must be attached to a written application of registration as before amendment (Article 151, paragraph (2) of Intermediate Corporation Act, Article 46 and 54, paragraph (1) of the Commercial Registration Act, Article 7 of the Corporate Registration Regulations, Article 61, paragraph (1) and (4) of Commercial Registration Regulations);Provided, however, as before amendment, Article 61, paragraph (2) and (3) of Commercial Registration Regulations shall not apply mutatis mutandis to Article 7 of the Corporate Registration Regulations, it is not required to attach a certificate prepared by a mayor for the seal impression of the written consent to assume office of a director or a representative director;

(b) Registration and License Tax

30,000JPY (for the intermediate corporations whose total amount of

funds(including substitute funds) is 100 million JPY, 10,000JPY) as registration and license tax per application at the location of the principal office, and 9,000JPY at the location of the secondary office(for such intermediate corporations, 6,000JPY) (Appended Table 1, No.24 (1)N, (2)A of Registration and License Tax Act).

C. Registration of change due to increase in funds

(a) Documents to be attached

It was determined that the following documents must be attached to applications for registration (Article 151, paragraph (2) of Intermediate Corporation Act, Article 46 and 56 of the Commercial Registration Act, Article 3, paragraph (2) of Regulations on Enforcement Order of Intermediate Corporation).

a. Minutes of a general meeting of members pertaining to resolution on Amendment to Articles of Incorporation for increase in funds;
b. Documents evidencing resolution on non-monetary property specified in application of contribution of funds according to subscription of Article 74, paragraph (1) of Intermediate Corporation Act or the first sentence of Article 73, paragraph (3);
c. Documents on deposit of money of institutions that handles payments in case of contribution of money for the purpose of funds;
d. In case of contribution of properties other than money for the purpose of funds, the following documents;
   (a) When an inspector has been appointed, a document containing the investigation report by said inspector and its annexed documents;
   (b) In case of A, (a)c (b) or (c), the documents listed, respectively.
e. If there has been a court judgement on a report by an inspector, a transcript of said judgement;

(b) Registration and License Tax

Seven-thousandths of the total amount of increased funds (including substitute funds.) (in case where the amount of tax calculated by this is less than 30,000JPY, 30,000JPY) as registration and license tax per application at the location of the principal office, and 9,000JPY at the location of the secondary office (Appended Table 1, No.24 (1)D, (2)A of Registration and License Tax Act).

2. Unlimited liability intermediate corporation

Matters to be registered for unlimited liability intermediate corporations (registration of joint representatives etc.), incorporation (matters required to be detailed in the articles of incorporation, prohibition that the incorporation has only one employee etc.), execution of the operations (appointment of representative employees by the articles of incorporation or by the consent of all members etc.), change of articles of incorporation, dissolution, liquidation, other matters and procedures for registration shall be almost the same as before amendment.

3. Merger of intermediate corporations

While procedures for merger of intermediate corporations (matters to be detailed of merger agreement, approval for resolution, procedures for protection of creditors, time of effectuation, term of office of officers who have assumed office before merger etc.) shall be almost the same as before amendment, it was determined that the procedures of registration therefor shall be as follows:

(1) Absorption-type merger in which a limited liability intermediate corporation survives

The following documents must be attached to the application for registration of change due to merger of limited liability intermediate corporations at the location of its principal office (Article 151, paragraph (2), Article 46 and 80 of the Commercial Registration Act, Article 3, paragraph (2) of Regulations on Enforcement Order of Intermediate Corporation):

A. A written absorption-type merger agreement;

B. The following documents on procedures on corporations surviving the absorption-type merger:

(a) Minutes of a general meeting of members;

(b) In case of the fact that the announcement was made and a creditor has stated his/her objection pursuant to the provisions of the first sentence of Article 131, paragraph (1) or the first sentence of the Article 147, paragraph (1) of Intermediate Corporation Act, documents evidencing of payment or provision reasonable security to such creditors, or entrustment of equivalent property to a Trust Company, etc. for the purpose of having such creditors receive the payment, or that there is no risk of harm to such creditor;

(c) Documents evidencing total amount of funds of a limited liability intermediate corporation which extinguishes due to merger and a document evidencing that a substitute fund is set aside pursuant to the provisions of Article 130, paragraph (2) and (3) of Intermediate Corporation Act;

Additionally, in a merger agreement, in case where directors or auditors to assume office upon merger are specified (Article 128, item (v), Article 144, item (v) of Intermediate Corporation Act), the documents evidencing their consent to such assumption of office shall be attached thereto.

C. The following documents on procedures of a corporation extinguished in absorption-type merger:

(a) Certificate of matters registered of a corporation extinguished;

(b) In case where a corporation extinguished is a limited liability intermediate corporation, the minutes of its general meeting of members;

(c)In case where a corporation extinguished is a unlimited liability intermediate corporation, a document evidencing that the consent of all the members has been obtained;

(d) A document of B (b);

(2) Incorporation of a limited liability intermediate corporation due to a consolidation-type merger

The following documents must be attached to the application for registration of incorporation due to merger of limited liability intermediate corporations at the location of its principal office (Article 151, paragraph (2), Article 46 and 81 of the Commercial Registration Act, Article 3, paragraph (2) of Regulations on Enforcement Order of Intermediate Corporation):

A. Agreement for Newly Incorporated Merger;

B. The following documents on corporations incorporated in the consolidation-type merger:

(a) Articles of incorporation

(b) In case where directors specify a representative director, the document thereon;

(c)the documents evidencing the directors' and auditors' (in case where a representative director is specified, including a representative director.) consent to assume office;

(d) Documents evidencing total amount of funds of a limited liability intermediate corporation which extinguishes due to merger and a document evidencing that a substitute fund is set aside pursuant to the provisions of Article 130, paragraph (2) and (3) or Article 146, paragraph (3) and (4) of Intermediate Corporation Act;

(e) In case consent of directors on the matters to be registered (decision of the location of the corporation's principal office etc.) is required, the document evidencing the said directors' consent;

C. A document of (1)C on procedures of corporations extinguishing in the consolidation-type merger

(3) Absorption-type merger in which a unlimited liability intermediate corporation survives

The following documents must be attached to the application for registration of change due to merger of unlimited liability intermediate corporations at the location of its principal office (Article 151, paragraph (3), Article 93, 108, paragraph (1) of the Commercial Registration Act, Article 3, paragraph (3) of Regulations on Enforcement Order of Intermediate Corporation):

A. A written absorption-type merger agreement;

B. The following documents on procedures of corporations surviving the absorption-type merger

(a) A document evidencing that the consent of all the members has been obtained;

(b) In case of the fact that the public notice or notice was given pursuant to the provisions of pursuant to the provisions of the first sentence of Article 139, paragraph (1) of Intermediate Corporation Act and a creditor has stated his/her objection, documents evidencing of payment or provision reasonable security to such creditors, or entrustment of equivalent property to a Trust Company, etc. for the purpose of having such creditors receive the payment, or that there is no risk of harm to such creditor;

C. The following documents on procedures of corporations extinguished in the absorption-type merger

(a) Certificates of the matters registered of extinguished corporations;

(b) A document evidencing that the consent of all the members has been obtained; and

(c) A document of B (b);

(4) Consolidation-type merger incorporating an unlimited liability intermediate corporations

The following documents must be attached to the application for registration of change due to incorporation of unlimited liability intermediate corporations at the location of its principal office (Article 151, paragraph (3), Article 93, 108, paragraph (2) of the Commercial Registration Act, Article 3, paragraph (3) of Regulations on Enforcement Order of Intermediate Corporation):

A. Written consolidation-type merger agreement;

B. The following documents on corporations incorporated in the consolidation-type merger:

(a) Articles of incorporation; and

(b) In case consent of all the members or the unanimity of the members on the matters to be registered (appointment of representative members, decision of the location of the corporation's principal office etc.) is required, the document evidencing the said members' consent or unanimity.

C. A document of (3)C on procedures on Corporation extinguished in consolidation-type merger.

Section 2. Registration of Security Membership Corporation

1. Procedures of merger

(1) Parties concerned

A Securities Membership Corporation that provides exchange securities markets (hereinafter referred to as "Membership-type Securities Exchange".) may merge with another Membership-Type securities Exchange as before amendment, and Securities Exchange Surviving an Absorption-Type Merger or Securities Exchange incorporated in consolidation-type merger must be a Membership-type Securities Exchange (Article 136 of Securities Exchange Act (Act No. 25 of April 13, 1948)). Additionally, merger of Membership Securities Exchange and Stock Company-type Securities Exchange shall be as mentioned in 3.

(2) Preparation and approval of merger agreement

It was determined that, Membership-type Securities Exchange must specify the following matters in merger agreement and obtain special resolution form the general meeting, in case of merger with other membership-type securities exchange, in accordance with the following classifications (Article 139-3, paragraph (3) and (4), Article 139-4, paragraph (2) and (3), Article 139-5, paragraph (3) and (4) of Securities Exchange Act).

A. Absorption-type merger (Article 137 of Securities Exchange Act)

(a) The names and addresses of the parties concerned; and

(b) The Effective Date and other matters specified by a Cabinet Office Ordinance.

B. Consolidation-Type Merger (Article 138 of Securities Exchange Act)

(a) The names and addresses of the parties;

(b) The purposes, name and the location of the principal office of Membership-Type Securities Exchange;

(c) In addition to the matters listed in (b), the matters specified by the articles of incorporation of the Membership-Type Securities Exchange Established by a Consolidation-Type Merger; and

(d) The names of the persons who become the president, board members and auditors at the time of the establishment of the Membership-Type Securities Exchange Established by a Consolidation-Type Merger and other matters specified by a Cabinet Office Ordinance.

(3) Procedures for protection of creditors

The procedures for protection of creditors that the Membership-Type Securities Exchange must perform upon merger shall be the same with the case of merger between stock companies (Article 789 of the Companies Act) except for the provision that it is unable to give public notice by way of electronic public notice (Article 139-3, paragraph (5) and (6), Article 139-4, paragraph (4) and (5), Article 139-5, paragraph (5) and (6) of Securities Exchange Act).

(4) Effectuation of merger

It was determined that absorption-type merger shall come into effect not on the date of registration but on the Effective Date (Article 142, paragraph (2) of Securities Exchange Act).

Consolidation-type merger shall come into effect on the date of registration as before amendment (Article 142, paragraph (4) of Securities Exchange Act).

(5) The amount of funds after merger

The matters necessary concerning the accounting at the time of a merger shall be specified pursuant to the provisions of Article 27 to 27-9 of a Cabinet Office Ordinance on Securities Exchange and Securities Exchange Holding Companies (No. 76 of Ordinance of Ministry of Finance of 1953) (Article 143, paragraph (2) of Securities Exchange Act).

2. Procedures for registration of merger

(1) Registration of change due to absorption-type merger

The following documents must be attached to the application for registration of change of Membership Securities Exchange survived in absorption-type merger at the location of its principal office (Article 145, paragraph (1) of Securities Exchange Act, Article 80 of the Commercial Registration Act, Article 19-3-10, paragraph (1) of Order for Enforcement of Securities Exchange Act (Cabinet Order No. 321 of 1965)):

A. A permit issued by a government office or a transcript of this certified by the agency or office (Article 89-11 of Securities Exchange Act, Article 19 of the Commercial Registration Act);

B. Written absorption-type merger agreement;

C. The following documents on procedures of Membership Securities Exchange survived in absorption-type merger:

(a) Minutes of a general meeting of members concerning a merger;

(b) Documents on procedures for protection of creditors; and

(c)Documents evidencing that funds are included pursuant to the provisions of Article 143, paragraph (2) of Securities Exchange Act;

D. The following Documents on procedures of Membership Securities Exchange extinguished in absorption-type merger:

(a) Certificates of the matters registered of Membership Securities Exchange extinguished in absorption-type merger;

(b) Minutes of a general meeting of members concerning a merger; and

(c) Documents on procedures for protection of creditors.

(2) Registration of incorporation due to consolidation-type merger

The following documents must be attached to the application for registration of incorporation of Membership Securities Exchange incorporated in consolidation-type merger at the location of its principal office (Article 145, paragraph (1) of Securities Exchange Act, Article 81 of the Commercial Registration Act, Article 19-3-10, paragraph (1) of Order for Enforcement of Securities Exchange Act).

A. A permit issued by a government office or a transcript of this certified by the agency or office (Article 89-11 of Securities Exchange Act, Article 19 of the Commercial Registration Act);

B. Written consolidation-type merger agreement;

C. The following documents on Membership Securities Exchange incorporated in consolidation-type merger listed below:

(a) Articles of incorporation

(b) A document evidencing the qualification of the person who has the authority of representation;

Specifically, this includes the written consent to assume office of a person to be the president upon incorporation specified by consolidation-type merger agreement;

(c) Documents evidencing that funds are included pursuant to the provisions of Article 143, paragraph (2) of Securities Exchange Act;

D. The following documents on the procedures of Membership Securities Exchange extinguished in consolidation-type merger:

(a) Certificates of the matters registered of Membership Securities Exchange extinguished in consolidation-type merger;

(b) Minutes of a general meeting of members concerning a merger; and

(c) Document on procedures for protection of creditors.

3. Transitional Measures

It was determined that the provisions then in force shall remain applicable to a merger for which a written merger agreement is prepared prior to the Effective Date and also to the procedures on the documents to be attached thereto and other registration in such case (Article 181, paragraph (9) and (21) of Arrangement Act).

Section 3. Registration of Shipowners Mutual Insurance Association

1. Means of public notice

It was determined that means of public office for Shipowners Mutual Insurance Association shall be stipulated by law and Shipowners Mutual Insurance Association must specify any of publication in an official gazette, publication in a daily newspaper that publishes information about current events or electronic public notice as their means of public notice by its articles of incorporation (Article 55, paragraph (1) of Ship Owner's Mutual Insurance Union Act (Act No. 17 of 1950)).

Additionally, it was also determined that the provisions of means of public notice shall be the matters to be registered for Shipowners Mutual Insurance Association (Appended Table 1 of the Association Registration Order.).

2. General meeting of members of association

With respect to the minutes of an organizational meeting or a general meeting of members of association, legal obligation for the signature or the name or seal of chairman and directors attended (see Article 15, paragraph (7) and Article 34 of the former Ship Owner's Mutual Insurance Union Act, Article 244, paragraph (3) of the former Commercial Code) was abolished; provided, however, in case where directors are appointed by resolution of the general meeting of members of association, the name or seal of chairman and directors attended may be required (Article 7 of the Corporate Registration Regulation, Article 61, paragraph (4), item (i) of Commercial Registration Regulations).

3. Handling when vacancies arise among officers

It was determined that, while a Shipowners Mutual Insurance Association must provide three directors or more and one auditor or more must be appointed as its officers and their term of office shall be pursuant to the provisions of the articles of incorporation within legal upper limit (three years for directors, and two years for auditors) (Article 35, paragraph (1) and (4) of Ship Owner's Mutual Insurance Union Act), if a vacancy arises among the officers, etc. or a shortage occurs in the number of officers, etc. prescribed in the same Act or the articles of incorporation, an officer who has been terminated due to the expiration of that officer's term of office or by resignation has the rights and obligations to serve as an officer until the time as a newly appointed officer assumes the role.

Additionally, the same shall apply to the cases of a shortage in the number of liquidators specified in the articles of incorporation (Article 48, paragraph (2) of Ship Owner's Mutual Insurance Union Act).

As a result, in case where such persons retire due to the expiration of that officer's term of office or by resignation and a shortage of the required number of the officers occur, as with the officers

of a stock company, the registration of such retirement may not be accepted unless change due to assumption of office by a newly appointed officer is simultaneously registered (see the Ministry of Justice, the Civil Affairs Bureau, the Fourth Division of Civil Affairs, No. 164, as of July 9 of 1959, the Director of the Fourth Division, the Civil Affairs Bureau, the Ministry of Justice, Response by the Director of the Fourth Division).

4. Merger

It was determined that, in case where the system to omit separate notices are created on procedures for protection of creditor in case of merger, and in case where the public notice is given other than in the official gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice pursuant to the provisions of the articles of incorporation, separate notices are not required to be given (Article 45-4, paragraph (3) of Ship Owner's Mutual Insurance Union Act).

In this case, it is sufficient to attach the document evidencing that the public notice has been given by means mentioned above to the application of registration of change or incorporation due to merger in place of the document evidencing that the public notice or notice has been given (Article 19, paragraph (3) and Article 20 of Association Registration Order).

5. Transitional Measures

(1) Application for registration of means of public notice

A. Registration period

It was determined that Shipowners Mutual Insurance Association in existence on the Effective Date must register its means of public notice within six months (in case where the time to file the first registration is earlier, by such time) (Article 11, paragraph (7) to (9) of Development Ordinance Related to the Ministry of Justice).

B. Documents to be attached

It was determined that the articles of incorporation must be attached to the application of registration (Article 11, paragraph (11) of Development Ordinance Related to the Ministry of Justice).

(2)Others

It was determined that, in case where the resolution on the merger has been made before the Effective Date, the provision then in force on such merger shall remain applicable thereto, except for the matters to be registered of such registration, also to the procedures on the documents to be attached thereto and other registration in such case (Article 190, paragraph (5) of Arrangement Act, Article 11, paragraph (6) of Development Ordinance Related to the Ministry of Justice).

Section 4. Registration of Investment Corporation

1. Corporation

(1) Amendment on procedures of incorporation

A. Matters to be absolutely detailed in the certificates of incorporation

It was determined that the amount of monies invested at incorporation must be included

in Certificates of Incorporation of an investment corporation in place of issue price of investment equity and the number of units of investment equity that the investment corporation issues at incorporation (Article 67, paragraph (1), item (v) of Act on Investment Trusts and Investment Corporations (Act No.198 of 1951; hereinafter referred to as "Investment Trust Act".).

Additionally, it was determined that means of public notice shall not be a matter to be absolutely detailed in the certificates of incorporation (see Article 67, paragraph (1), item (xii)). While it was also determined, while investment corporations may specify in their certificates of incorporation to the effect that they shall give public notice by means of electronic public notice in addition to means of publication in an official gazette or publication in a daily newspaper that publishes information about current events, the investment corporations without such provisions shall give notice by means of publication in an official gazette (Article 186-2 of Investment Trust Act).

B. Determination method of investment equity for Subscription at Incorporation

Due to amendment A, the number of units of investment equity for Subscription at Incorporation, the amount to be paid and the due date or period for paying must be paid by obtaining the consent all of the organizers in case of soliciting persons to subscribe for investment equity issued at incorporation (Article 70-2 of Investment Trust Act).

C. Organizational meeting

(a) In case of holding an organizational meeting is held

With respect to the minutes of an organizational meeting, legal obligation for the signature or the name or seal of chairman and executive managing officers, supervisory officers, and organizers attended (see Article 73, paragraph (4) of the former Investment Trust Act, Article 244, paragraph (3) of the former Commercial Code) was abolished.

(b) Establishment of system for omission of resolution

It was determined that, as a system for omission of resolution of organizational meeting has been established (Article 73, paragraph (4) of Investment Trust Act, Article 82 of the Companies Act), in this case, the minutes including the contents etc. of the matters that such resolution is deemed to have been made shall be prepared (Article 124, paragraph (4), item (i) of Regulations on the Enforcement of Investment Trust Act (Ordinance of the Prime Minister's Office No. 129 of 2000; hereinafter referred to as "Regulations on the Enforcement of Investment Trust Act").

Additionally, the system for omission of resolution has not been permitted for investigators' meeting after the establishment of investment corporations (see Article 94, paragraph (1)).

D. Others

In addition to the above-mentioned, the provisions then in force shall remain almost

applicable to the system of minimum net assets, the system of the total minimum amount invested, obligation for the certificates of the amount to be paid of the institution handling payments, appointment of the executive managing officers etc. at incorporation by organizers etc. (See Article 67, paragraph (4), Article 68, paragraph (2), Article 71, paragraph (10), Article 72. the Fourth Civil Affairs Bureau of the Ministry of Justice, the Civil Affairs No.2278 as of November 27 of 2008, notification by the Director-General of the Civil Affairs Bureau).

(2) Amendment on procedures for registration of incorporation

A. Matters to be registered

It was determined that investment corporations must also register the following matters (Article 166, paragraph (2), item (xi) to (xiv)):

(a)The names of financial auditors;

(b)The name of the person that will temporarily perform the duties of financial auditor if the corporation has hired such a person;

(c)If there are any provisions in the certificate of incorporation on financial auditors from liability, those provisions;

(d) The provisions of the certificate of incorporation regarding the conclusion of contracts to limit the liability assumed by a financial auditor, if the certificate of incorporation provides for this;

The example records of registration for registration of (c)and (d) shall be pursuant to the Example Record 2 of Attachment.

Additionally, it was determined that, the names of the administrator of registers shall be the matters to be registered as equivalent to the administrative agent for transfer before amendment (Article 116, paragraph (2), item (viii) of Investment Trust Act).

B. Documents to be attached

It was determined that while the documents to be attached for incorporation shall be almost the same as before amendment, the following documents must be attached thereto (Article 173, paragraph (1), item (vii) and (x), and paragraph (2)).

(a) The documents regarding the appointment of executive managing officers at incorporation, supervisory officers at incorporation, and financial auditors at incorporation;

(b) The following documents regarding financial auditors at incorporation;

a. Documents evidencing that the financial auditors at incorporation have agreed to assume that role;

b. If a financial auditor at incorporation is a corporation, its certificate of registered information; and

c. If a financial auditor at incorporation is not a corporation, a document evidencing that the financial auditor at incorporation is a certified public accountant (or a foreign certified public accountant); the same applies hereinafter.).

(c) If a resolution is deemed to have been passed at an organizational meeting, a document evidencing this is the case; and

(d) If matters to be registered requires the consent of all the organizers or the unanimous consent of specific organizers, a document evidencing that the consent or unanimous consent has been obtained (Article 177 of Investment Trust Act, Article 47, paragraph (3) of the Commercial Registration Act).

If organizers specify the number of units of investment equity for subscription that the investment corporation issues at incorporation (see (1)B) is allocated to each organizer, the documents evidencing that the consent of all such organizers has been obtained must be attached thereto; if organizers specify the location of the head office of the investment corporation and the administrators etc. for investor register etc., the documents evidencing the consent of the majority of such organizers has been obtained must be attached thereto.

C. Registration and License Tax

The amount of registration and license tax payable shall be 30,000JPY per application (Appended Table 1, No.26 (1) of Registration and License Tax Act).

2. Institutions

(1) Amendment on institutions

A. Institutions of investment corporations

An investment corporation must have the following institutions (Article 95 of Investment Trust Act):

(a) Executive managing officers;

(b) Supervisory officers numbering at least one more than the number of executive managing officers;

(c) A board of officers; and

A board of officers shall be composed of all the executive managing officers and supervisory officers.

(d) A financial auditor.

B. Investors' meeting

With respect to the minutes of investors' meeting as well, legal obligation for the signature or the name or seal of chairman and executive managing officers, and supervisory officers attended (see Article 94 of the former Investment Trust Act, Article 244, paragraph (3) of the former Commercial Code) was abolished; provided, however, in case where executive managing officers are appointed by resolution of the investors' meeting, the name or seal of chairman and directors attended may be required for the minutes of such investors' meeting, as before amendment (Article 3 of Investment Corporation Registration Regulation (Ministry of Justice Ordinance No.51), Article 61, paragraph (4), item (i) of Commercial Registration Regulations).

C. Executive managing officers

Executive managing officers shall be appointed by the resolution of the investors' meeting as before

amendment, and their term of office may not exceed two years (Article 96, paragraph (1) and Article 99 of Investment Trust Act).

It was determined that the provisions on pre-election for vacancy shall be the same with the ones for the officers of a stock company (Article 96, paragraph (2) of Investment Trust Act).

It was determined that an executive managing officer may be dismissed not by a special resolution but by an ordinary solution at an investors' meeting (Article 104, paragraph (1) and Article 106 of Investment Trust Act).

D. Supervisory officers

While supervisory officers shall be appointed by the resolution of the investors' meeting and their term of office shall be four years as before amendment, such term of office may be shortened through the certificate of incorporation or by resolution at an investors' meeting (Article 96, paragraph (1) and Article 101, paragraph (1) of Investment Trust Act).

It was determined that the provisions on pre-election for vacancy shall be the same with the ones for C (Article 96, paragraph (2) of Investment Trust Act). It was also determined that a supervising officer may be dismissed not by a special resolution but by an ordinary solution at an investors' meeting as with C (Article 104, paragraph (1) and Article 106 of Investment Trust Act).

E. Financial Auditors

Financial auditors shall be appointed by resolution of investors' meeting as before amendment. While their term of office continues until the conclusion of the first investors' meeting that is held after the first accounting period that ends after one year's time has passed since the auditor assumes that role, if it is not resolved otherwise at the said investors' meeting, the financial auditor shall be deemed to be reappointed at that investors' meeting (Article 96, paragraph (1), and Article 103, paragraph (1) and (2)).

If there is a position vacant for a financial auditor or a shortfall in the number of financial auditors as provided in the certificate of incorporation, unless a new financial auditor is appointed without delay, the board of officers or board of liquidators must appoint a person to temporarily perform the duties of financial auditor as before amendment (Article 108, paragraph (3) and Article 115, paragraph (1) of Investment Trust Act, Article 365, paragraph (1) of the Companies Act).

A financial auditor may be dismissed by an ordinary solution at an investors' meeting as before amendment. Additionally, a financial auditor may be dismissed by unanimous agreement among the members of the board of officers or board of liquidators in case where the executive managing officer breaches an obligation in the course of the duties thereof etc. (Article 104, paragraph (1), Article 93-2, paragraph (1) and Article 105 of Investment Trust Act.)

F. Liabilities for Damages of Officers

(a) Partial exemption from liability by the board of officers based on the provisions of the certificate of incorporation

It was determined that an investment corporation may include provisions in its certificate of incorporation indicating that if an financial auditor in addition to executive managing officers or supervisory officers perform the duties thereof in good faith and without gross negligence and the board of officers finds it to be particularly necessary to do so, an exemption from breaches of the duties of these people to such investment corporation may be granted by resolution of the board of officers, to the extent of the amount obtained by subtracting a certain minimum liability amount (Article 115-5, paragraph (7) of the Investment Trust Act).

(b) Limitation of liability of financial auditors based on the provisions of certificate of corporation

It was determined that an investment corporation may include provisions in its certificate of incorporation indicating that an investment corporation may enter into agreements with a financial auditor to the effect that if such financial auditor have acted in good faith and without gross negligence in performing their duties, the liability of breach of such financial auditor to such investment corporation shall be limited to either an amount specified by the Stock Company in advance within the limit of the amount provided for in the articles of incorporation, or the Minimum Liability Amount, whichever is higher(Article 115-6, paragraph (12) of the Investment Trust Act, Article 427, paragraph (1) of the Companies Act).

(2) Amendment on the procedures for registration of institutions

A. Registration of change of officers etc.

The provisions on the documents to be attached for registration of change due to assumption of office or resignation of officers etc. shall be almost the same with the ones for the officers of a stock company (Article 177 of the Investment Trust Act, Article 46, paragraph (1) and (2), Article 54 and Article 55 of the Commercial Registration Act, Article 3 of Regulations on the Registration of Investment Corporations, Article 61 of the Commercial Registration Regulations).

B. Registration of the provisions on exemption or limitation of liability of financial auditors

The minutes of the investors' meeting concerning change of certificate of incorporation must be attached to the written application of registration of change due to establishment or abolishment of provisions on exemption or limitation of liabilities of a financial auditor (Article 177 of the Investment Trust Act, Article 46, paragraph (2) of the Commercial Registration Act).

C. Registration and License Tax

The amount of registration tax payable for registration of A or B shall be 15,000JPY per application (Appended Table 1, No.26 (2) of Registration and License Tax Act).

3. Reduction in the minimum net assets

If, It was determined that, in case where the system to omit separate notices are created on reduction in the minimum net assets by changing the certificate of incorporation, beyond issuing

public notice in the official gazette, the investment corporation issues the public notice by the means of publication in a daily newspaper that publishes information about current events or electronic public notice as their means of public notice in accordance with provisions of the certificate of incorporation, it is not required to issue the separate notices (Article 142, paragraph (3) of the Investment Trust Act).

It is sufficient to attach the document evidencing that the public notice has been given by means mentioned above to the application of registration of change or incorporation due to reduction in the minimum net assets in place of the document evidencing that the public notice or notice has been given (Article 177 of the Investment Trust Act, Article 70 of the Commercial Registration Act).

The amount of registration tax payable shall be 15,000JPY per application (Appended Table 1, No.26 (2) of Registration and License Tax Act).

4. Dissolution

While, in case of registration of dissolution, a registrar must, ex officio, cancel the registration of executive managing officers, as mentioned in 6, since an investment corporation in liquidation must have an financial auditor, such registrar shall not cancel registration of an financial auditor, unlike the case of a stock company ((Article 3 of Investment Corporation Registration Regulation, Article 72, paragraph (1), item (i) of Commercial Registration Regulations).

5. Merger

(1) Procedures of Merger

A. Merger agreement

It was determined that the following matters must be specified for merger agreements according to the classification listed as follows:

(a)Absorption-type merger (Article 147 of the Investment Trust Act)

a. The trade name and address of the parties concerned;

b. The number of units of investment equity in the corporation surviving the absorption-type merger that the corporation surviving the absorption-type merger will deliver to the investors of the corporation extinguishing in the absorption-type merger at the time of the merger to replace that investment equity or the way of calculating that number of units, and particulars concerning the total amount of investment in the corporation surviving the absorption-type merger;

c. The matters of the allotment of the investment equity of b;

d. The Effective Date.

(b) Consolidation-type merger (Article 148 of the Investment Trust Act)

a. The trade name or name of the parties;

b. the purpose, trade name, location of the head office, and total number of issuable units of investment equity of the investment corporation that will be incorporated of corporation incorporated in the consolidation-type merger;

c. Matters specified by certificate of incorporation of corporation incorporated in the

consolidation-type merger other than b;

d. the names of the executive managing officers at incorporation, supervisory officers at incorporation, and financial auditors at incorporation of the corporation incorporated in the consolidation-type merger;

e. The number of units of investment equity in the corporation incorporated in the consolidation-type merger that the corporation incorporated in the consolidation-type merger will deliver to the investors of the corporation extinguishing in the consolidation-type merger at the time of the merger to replace that investment equity or the way of calculating that number of units, and particulars concerning the total amount of investment in the corporation surviving the absorption-type merger;

f. The matters of the allotment of the investment equity of e;

B. Approval of merger agreement

(a)Absorption-type merger

A investment corporation effecting an absorption-type merger must obtain approval for absorption-type merger agreements by special resolution of investors' meeting by the day immediately preceding the Effective Date (Article 149-2, paragraph (1), Article 149-7, paragraph (1) and Article 93-2, paragraph (2), item (v) of the Investment Trust Act); provided, however, that as the system of simplified merger, it shall not require the resolution by the investors' meeting in the corporation surviving the absorption-type merger if the total number of units of investment equity that the corporation surviving the absorption-type merger will deliver to investors of the corporation extinguishing in the absorption-type merger at the time of the absorption-type merger will not exceed the number of units of investment equity obtained by deducting the total number of units of issued investment equity from the total number of units of authorized investment equity of the said investment corporation surviving the absorption-type merger (Article 149-7, paragraph (2) of the Investment Trust Act).

(b) Consolidation-type merger

An investment corporation effecting a consolidation-type merger must obtain approval for merger agreements by special resolution of investors' meeting (Article 149-12, paragraph (1), and Article 93-2, paragraph (2), item (v) Article 149-7, paragraph (1) and Article 93-2, paragraph (2), item (v) of the Investment Trust Act).

C. Public notice to submit investment securities

If an investment corporation extinguishes due to merger, it must issue public notice and individual notices to all investors and registered pledgees of investment equity by at least one month before the day on which such merger becomes effective, indicating that persons must submit all of the investment securities representing investment equity to the investment corporation by the day on which such merger becomes effective (proviso of Article 87, paragraph (1) of Article 149-7, paragraph (1) and Article 93-2, paragraph (2), item (v) of the Investment Trust Act).

D. Procedures for protection of creditors

Procedures for protection of creditors that an investment corporation effects merger must perform upon merger shall be the same with the ones for reduction in the minimum net

assets after amendment (see 3.) (Article 149-4, 149-9 and 149-14 of the Investment Trust Act).

E. Effectuation of merger

It was determined that absorption-type merger shall come into effect not on the date of registration but on the Effective Date (Article 147-2 of the Investment Trust Act).

Consolidation-type merger shall come into effect on the date of registration as before amendment (Article 148-2 of the Investment Trust Act).

(2) Procedures for Registration of Merger

A. Registration of change due to an absorption-type merger

The following documents must be attached to the application for registration of change due to absorption-type merger at the location of its head office:

(a) A written absorption-type merger agreement;

(b) Following documents on procedures of corporations surviving the absorption-type merger:

a. Minutes of investors' meeting;

b. In case of simplified merger, documents evidencing of meeting requirements for minutes of a board of officers and simplified merger in place of a;

Registers of investors etc. where the total number of units of issued investment equity is entered in fall under the documents evidencing that requirements of simplified merger are met;

c. A document on procedures for protection of creditors;

d. In case of increase in the minimum net assets due to absorption-type merger, the document evidencing that there is the amount exceeding the minimum net assets after such increase.

(c)The following documents on procedures of a corporation extinguished in absorption-type merger:

a. Certificates of the matters registered of a corporation extinguished due to an absorption-type of merger;

b. Minutes of investors' meeting;

c. A document on procedures for protection of creditors; and

d. A document evidencing that public notice to submit investment securities is given in a corporation extinguished in an absorption-type merger.

(In case where investment securities have not been issued, the document evidencing of falling under such case of registers of investors and others)

B. Registration of incorporation due to consolidation-type merger

The following documents must be attached to the application for registration of change consolidation-type merger at the location of its head office (Article 175 of the Investment Trust Act).

(a) Written consolidation-type merger agreement;

(b) The following documents on a corporation incorporated in a consolidation-type merger.

a. Certificate of incorporation

b. A document evidencing a contract with an administrator of registers;

c. Documents regarding the appointment of executive managing officers at incorporation, supervisory officers at incorporation, and financial auditors at incorporation;

Written consolidation-type merger agreement; It shall be justified if a written consolidation-type merger agreement is regarded as the document of c;

d. Documents evidencing that the executive managing officers at incorporation and supervisory officers at incorporation have agreed to assume those roles;

e. The following documents on financial officers at incorporation:

(a) Documents evidencing that the financial auditors at incorporation have agreed to assume that role;

(b) If a financial auditor at incorporation is an auditing firm, its certificate of registered matters; and

(c)If a financial auditor at incorporation is not an auditing firm, a document evidencing that it is a certified public accountant.

f. Documents evidencing that net assets exceeding the minimum net assets (50,000,000JPY. Article 55 of the Order for Enforcement of the Act on Investment Trusts and Investment Corporations (Cabinet Order No. 480 of 2000)).

(c) The following documents on procedures of corporations extinguishing in the consolidation-type merger;

a. Certificates of the matters registered of a corporation extinguished in a consolidation-type of merger;

b. Minutes of investors' meeting;

c. A document on procedures for protection of creditors;

d. A document evidencing that public notice to submit investment securities is given in a corporation extinguished in a consolidation-type merger (in case where investment securities have not been issued, he document evidencing of falling under such case of registers of investors and others).

6. Liquidation

It was determined that, while An investment corporation in liquidation must have executive liquidators, liquidators and a financial auditor as institutions other than investors' meeting as before amendment (Article 150-4 of the Investment Trust Act), the rules on term of office of a financial auditor and deemed appointment (see 2(1)E) shall apply to a financial auditor of an investment corporation in liquidation (Article 103, paragraph (3) of the Investment Trust Act).

7. Transitional Measures

(1) Application of registration on a financial auditor

A. Matters to be registered

It was determined that as the investment corporation in existence upon enforcement of Arrangement Act has an financial auditor, such investment corporation must register the financial auditor's name at its head office within six months from the Effective Date (in case where the time to file the first registration is earlier, by such time) (Article 192, paragraph (30) to (32) of Arrangement Act).

B. Documents to be attached

The following documents must be attached to the application for registration (Article 177 of the Investment Trust Act, Article 46 and 54, paragraph (2) of the Commercial Registration Act).

(a) Minutes etc. of investor's meeting where a financial auditor was appointed;

(b)A document evidencing that a financial auditor agreed to assume office;

(c)In case of a financial auditor is an auditing firm, certificates of the matters registered of the said auditing firm; and

(d) In case where a financial auditor is not an auditing firm, a document evidencing that it is a certified public accountant.

C. Registration and License Tax

The amount of registration tax payable shall be 15,000JPY per application (Appended Table 1, No.26 (2) of Registration and License Tax Act).

(2) Others

It was determined that the provisions then in force shall remain applicable to the following acts other than the matters registered of such registration and also to the procedures on the documents to be attached thereto and other registration in such case (Article 192, paragraph (5), (10), (21) to (23), (26) and (40) of Arrangement Act).

A. Incorporation of an investment corporation pertaining to certificates of incorporation that became effective pursuant to the provisions of Article 69, paragraph (5) of the former Investment Trust Act before the Effective Date;

B. Reduction in the minimum net assets that requires resolution of its investors' meeting in case where procedures of calling for investors' meeting before the Effective Date;

C. Merger whose written merger agreement has been prepared before the Effective Date;

D. Liquidation in case of dissolution due to the grounds that occurred before the Effective Date;

E. Other than the above-mentioned, the matters resolved by the investors' meeting in case the procedures on call for the said investors' meeting are commenced before the Effective Date.

Section 5. Registration of Shinkin Bank

1. Means of Public Notice

It was determined that the means of public office of Shinkin Bank and federation of Shinkin Banks (hereinafter collectively referred to as "Credit Unions in 5".) shall be stipulated by law and Credit Unions must specify either publication in a daily newspaper that publishes information about current events or electronic public notice in addition to the means of posting the notice at the office of Credit Unions as their means of public notice by their articles of incorporation (Article 87-4 of the Shinkin Bank Act (Act No.238 of 1951).

2. General meeting etc.

With respect to the minutes of an organizational meeting or general meeting (including general meeting of representatives; hereinafter the same shall apply in 5.), legal obligation for the signature or the name or seal of chairman and directors attended (see Article 24, paragraph (6), Article 49, Article 50, paragraph (5) of the former Shinkin Bank Act, Article 244, paragraph (3) of the former Commercial Code) was abolished.

3. Establishment of system for omission of resolution of a board of officers etc.

It was determined that, as a system for omission of resolution of the board of officers or board of liquidators has been established based on the provisions of the articles of incorporation (Article 37, paragraph (3) and Article 63 of Shinkin Bank Act), in case, the minutes including the contents etc. of the matters that such resolution is deemed to have been made shall be prepared (Regulations on the Enforcement of Shinkin Bank Act (the Ordinance of the Ministry of Finance No.15 of 1982).

4. Reduction in the amount of one unit of investment

It is determined that, in case where the system to omit separate notices are created on procedures for protection of creditor in case of reduction in the amount of one unit of investment, and in case where the public notice is given other than in the official gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice pursuant to the provisions of the articles of incorporation, separate notices are not required to be given (Article 52, paragraph (3) of Shinkin Bank Act).

In this case, it is sufficient to attach the document evidencing that the public notice has been given by means mentioned above to the application for registration of change due to reduction in the amount of one unit of investment (Article 80, paragraph (2) of Shinkin Bank Act).

5. Preferred equity investment

(1) Establishment of a system of the provisions to the effect that preferred equity securities are issued

A. Establishment of the provisions to the effect that preferred equity securities are issued

(a) Procedures on establishment

It was determined that the provisions to the effect that as with the provisions to the effect that Credit Unions are the Share Certificate-Issuing Companies under the Companies Act, the provisions to the effect that they shall issue preferred equity securities concerning their preferred equity investment may be specified (for the Credit Unions that issue two or more

kind of preferred equity investments with different contents, all kinds of preferred equity investments) (Article 29, paragraph (1) of Act on Preferred Equity Investment by Cooperative Structured Financial Institution (Act No. 44 of 1993; hereinafter referred to as "Act on Preferred Equity Investment".)). In this case, as before amendment, except for the case of offer not to possess share certificates, without delay after the day of a preferred equity investment issue preferred equity securities must be issued (Article 29, paragraph (2) and Article 31 of Act on Preferred Equity Investment, Article 217 of the Companies Act).

Without these provisions of this article of incorporation, preferred equity securities may not be issued.

(b) Procedures for registration;

It was determined that, in case where there are the provisions of articles of incorporation of (a), the matters to be registered shall be the fact that such financial institutions are cooperative structured financial institutions issuing preferred equity investment certificate. This registration must be filed at its principal office within two weeks from the date when the provisions to the effect preferred equity securities are issued are specified by such articles of incorporation (Article 11, paragraph (3) of the Enforcement Order on preferred investment of cooperative structured financial institution (Cabinet Order No.398 of 1993); hereinafter referred to as "Enforcement Order on Act on Preferred Equity Investment.)

The minutes of special resolution by ordinary equity investors' meeting pertaining to change of the articles of incorporation must be attached to the application for registration (Article 12, paragraph (1) of Enforcement Order on Act on Preferred Equity Investment, Article 48-3, item (i) of Shinkin Bank Act).

The registration record example of the registration in this case shall be pursuant to the attached registration record example 3-(1).

B Abolishment of the provisions to the effect preferred equity securities are issued

(a) Procedures on abolishment

It was determined that, in order to abolish the provisions of articles of incorporation to the effect that preferred equity securities are issued, public notice to the effect that the provisions of the articles of incorporation must be changed by special resolution of ordinary investors' meeting and additionally, public notice of the provisions to the effect that preferred equity securities become ineffective on the Effective Date of change of articles of incorporation must be given by two weeks before the said date, except for the case where preferred equity securities have not been issued for all kinds of preferred equity investment, and separate notices must be given to preferred equity investors and registered preferred equity pledgees (Article 31 of the Act on Preferred Equity Investment, Article 218 of the Companies Act)

(b) Procedures for registration

It was determined that the following documents must be attached to applications for registration:

a. The minutes of special resolution by ordinary equity investors' meeting Article 12, paragraph (1) of Enforcement Order on Act on Preferred Equity Investment); and

b. Documents evidencing that public notice of (a) has been given(In case where preferred equity securities have not been issued for all kinds of preferred equity investment, a document evidencing that registry of preferred equity investors and others fall under the said case. Article 17 of Enforcement Order on Act on Preferred Equity Investment).

The registration record example of the registration in this case shall be pursuant to the attached registration record example 3-(2).

(2) Issuance of preferred equity investment

A. Procedures for issuance of preferred equity investment

(a) Subscription requirements

It was determined that, while the provisions of subscription requirements for preferred equity investment for subscription shall be almost the same as before amendment, the period may be specified in place of the period for paying in monies (Article 6, paragraph (1), item (iii) of Act on Preferred Equity Investment. See the Fourth Civil Affairs Bureau of the Ministry of Justice, the Civil Affairs No.2915 as of April 15 of 1994, notification by the Director-General of the Civil Affairs Bureau).

Transfer of preferred equity subscription rights and system for preferred equity subscription warrants (see Article 6, paragraph (2), item (ii) and (iii) of the former Act on Preferred Equity Investment).

Additionally, as Credit Unions may not acquire their own preferred equity unlike the rules on treasury shares of stock companies, as before amendment, except for the cases of cancellation of preferred equity or the cases where such own preferred equity is required upon execution of rights in order to achieve their purpose. So, procedures for cancellation disposition of preferred equity investment are required (Article 28 of Act on Preferred Equity Investment), such procedures have been organized as totally different from the ones for issuance of preferred equity investment.

(b) Approval of preferred equity investors' meeting

In case where the amount to be paid in for preferred equity for subscription is especially advantageous for the persons other than preferred equity investors, except for the cases where the rights to receive allocation of preferred equity investment are given to preferred equity investors, the contents of preferred equity investment for subscription, its number of units and its minimum amount to be paid in must be approved by special resolution of preferred equity investors' meeting (Article 6, paragraph (3), Article 34, Article 8, paragraph (4) of Act on Preferred Equity Investment).

Additionally, if any actions are taken that cause damage on the whole or part of the kinds of preferred equity investors in case of giving the rights to receive allocation, approval from the preferred equity investors' meeting by the said preferred equity investors must be obtained (Article 32, item (ii) of Act on Preferred Equity Investment).

(c) Abolishment of obligation for certificate of deposit of paid money

While monies of preferred equity for subscription by subscribers must be paid in the institutions handling payments as before amendment, obligation for certificate of deposit of paid money of the said institutions handling payments was abolished (see Article 12, paragraph (1) of Act on Preferred Equity Investment, Article 14 of the former Act on Preferred Equity Investment, Article 189 of the former Commercial Code).

(d) Timing of becoming preferred equity investors;

It was determined that, in subscription requirements, period for paying in monies in exchange for the preferred equity investment for subscription is specified, subscribers shall become preferred equity investors on the date when all the monies to be paid in is paid (Article 13, item (ii) of Act on Preferred Equity Investment).

(e) Upper limit of the total number of units of preferred equity investment

It was determined that the total number of units of preferred equity investment may exceed one-half of the total number of units of ordinary investment equity. In such case, it was also determined that Credit Unions must take immediate measures required to make the total number of preferred equity investment one-half or less of the total number of units of ordinary investment equity (Article 4, paragraph (2) of Act on Preferred Equity Investment).

B. Procedures for registration of issuance of preferred equity investment

It was determined that, in case of issuance of preferred equity investment, while registration must be filed at the location of its principal office within two weeks from the date of such issuance, as of the end date of the said period, it is sufficient to file such registration within two weeks from the said end date in case where a certain period for payments is specified (Article 11, paragraph (3) of Enforcement Order on Act on Preferred Equity Investment).

It was determined that the following documents must be attached to application for registration (including registration of change.) due to issuance of preferred equity investment (Article 14 of Enforcement Order on Act on Preferred Equity Investment).

(a) Documents evidencing the agreement to apply for subscription of preferred equity investment for subscription and subscribe the total number thereof;

(b) A document evidencing that payments therefor have been made;

(c)Documents evidencing the amount that is not recorded as stated capital of the total amount of paid in of preferred equity for subscription;

As before amendment, this includes written permission pursuant to Article 6, paragraph (1) of by the competent minister or the transcript thereof of Act on Preferred Equity Investment) (see the Ministry of Justice, the Civil Affairs Bureau, the Fourth Division, No.2916, as of April 15, 1994, the Director of the Fourth Division, the Civil Affairs Bureau, the Ministry of Justice, Notice by Order).

(d) In case where resolution of a, the minutes of the preferred equity investors' meeting pursuant to A (b), the minutes thereof (Article 12, paragraph (1) of Enforcement Order on Act on Preferred Equity Investment).

(3) Preferred equity investors' meeting

A. In case where a preferred equity investors' meeting is held

With respect to the minutes of a preferred equity investors' meeting, legal obligation for the signature or the name or seal of chairman and directors attended and management committee members (see Article 35 of the former Act on Preferred Equity Investment, Article 244, paragraph (3) of the former Commercial Code) was abolished.

B. Establishment of system for omission of resolution

It was determined that, as a system for omission of resolution of a preferred equity investors' meeting has been established (Article 40, paragraph (3) of Act on Preferred Equity Investment, Article 319, paragraph (1) of the Companies Act), in this case, the minutes including the contents etc. of the matters that such resolution is deemed to have been made shall be prepared (Article 18, paragraph (4), item (i) of Cabinet Order on Preferred Equity Investment of Shinkin Bank and Federation of Shinkin Banks (Ordinance of the Ministry of Finance No.16 of 1994)).

(4) Cancellation of preferred equity investment

A. Procedures for cancellation of preferred equity investment

The system that Credit Unions may cancel their own preferred equity without changing the amount of stated capital by special resolution by ordinary equity investors' meeting and directly cancel the preferred equity investment owned by preferred equity investors was abolished in the following cases:

(a)In case of cancellation by obtaining their own preferred equity by the whole or part of the amount obtained by subtracting the amount of preferred distribution of the business year from the maximum amount of dividend for dividend of surplus;

(b) In case of cancellation by obtaining their own preferred equity by the funds obtained due to increase in ordinary investment;

It was determined that, in case of obtaining their own preferred equity for cancellation by Credit Unions, except for the case where preferred equity securities have not been issued for all kinds of preferred equity investment obtained for cancellation, such Credit Unions must give notice to the effect that preferred equity securities pertaining to the said preferred equity investment must be submitted by the Effective Date of change of the articles of incorporation by one month before the said Date and separate notices must be given to preferred equity investors and registered preferred equity pledgees of the said preferred

equity investment (Article 15, paragraph (5) of Act on Preferred Equity Investment, Article 219 of the Companies Act).

B. Procedures for registration of cancellation of preferred equity investment

It was determined that the following documents must be attached to applications for registration (Article 15 of Enforcement Order on Act on Preferred Equity Investment).

(a) The minutes of special resolution by ordinary equity investors' meeting (Article 12, paragraph (1) of Enforcement Order on Act on Preferred Equity Investment);

(b) In case where approval by preferred equity investors' meeting is required pursuant to Article 32 of Act on Preferred Equity Investment, the minutes thereof (Article 12, paragraph (1) of Enforcement Order on Act on Preferred Equity Investment);

(c) In case of A(a), a document evidencing existence of surplus;

(d) A document evidencing existence of the funds obtained by increase in ordinary investment; and,

(e)With respect to cooperative structured financial institution issuing preferred equity investment certificate, a document evidencing that public notice to submit preferred equity investment securities of A has been given (in case where preferred equity securities have not been issued for the whole of preferred equity investment obtained for cancellation, a document evidencing that registry of preferred equity investors and others fall under the said case).

(5) Split of preferred equity investment

While special resolution of ordinary investors' meeting must be obtained in order to split preferred equity investment, procedures for public notice to submit preferred equity investment securities in case submission of preferred equity investment securities is required due to split of preferred equity investment was abolished (see Article 16, paragraph (2), (5) of Act on Preferred Equity Investment, Article 16, paragraph (5) of the former Act on Preferred Equity Investment, Article 215 of the former Commercial Code).

It was determined that, as it is sufficient to attach the minutes of special resolution of ordinary investors' meeting to the application for registration of change due to split of preferred equity investment, a document evidencing that public notice to submit preferred equity investment securities has been given is not required to be attached thereto (Article 12, paragraph (1) of Enforcement Order on Act on Preferred Equity Investment).

6. Merger

(1) Procedures for merger

A. Parties concerned

A Credit Union may merge with other Credit Unions (Article 59 of Shinkin Bank Act).

Additionally, Part 3. 1 outlines the merger between banks or Cooperative Structured Financial Institution of another type.

B. Merger agreement

It was determined that the following matters must be specified for merger agreements according to the classification listed as follows:

(a)Absorption-type merger (Article 60 of the Shinkin Bank Act)

a. The names of the parties concerned;

b. Districts and the amount of one unit of investment of Credit Union survived in an absorption-type merger;

c. Matters on allocation of investment to the members of Credit Union extinguished in an absorption-type merger;

d. When the amount of money to be paid to the members of Credit Union extinguished in an absorption-type merger has been decided, such decision;

e. The Effective Date; and

f. Other matters specified by a Cabinet Office Ordinance.

(b) Consolidation-type merger (Article 61 of Shinkin Bank Act)

a. The names and addresses of the parties concerned;

b. Districts and the amount of one unit of investment of Credit Union incorporated in a consolidation-type merger;

c. The name of a financial auditor in case where a Credit Union incorporated in an consolidation-type merger is a special Credit Union under Article 38-2, paragraph (3) of Shinkin Bank Act;

d. Matters on the amount of reserves of Credit Union incorporated in a consolidation-type merger;

e. Matters on allocation of investment to the members of Credit Union extinguished in an absorption-type merger;

f. Matters specified in the articles of incorporation of Credit Union incorporated in a consolidation-type merger;

g. Other matters specified by a Cabinet Office Ordinance.

C. Approval of merger agreement

(a) Absorption-type merger

A Credit Union effecting an absorption-type merger must obtain approval for absorption-type merger agreements by special resolution of the general meeting by the day immediately preceding the Effective Date (Article 61-2, paragraph (3), main clause of Article 61-3, paragraph (3) and Article 48-3, item (ii) of Shinkin Bank Act).

Provided, however that it was determined that, in case where the requirements for simplified merger (see Article 16 of the former Act on Special Measures for Promotion of Organizational Restructuring of Financial Institutions (see Act No. 190 of 2002; hereinafter referred to as “Act on Special Measures for Promotion of Organizational Restructuring of Financial Institutions”.) are eased and the total number of the Credit Union extinguished in an absorption-type merger does not exceed one-fifth of the total

number of the Credit Union survived in an absorption-type merger, and in case where the existing total amount of the stated capital of the Credit Union extinguished in an absorption-type merger from the latest balance sheet does not exceed one-fifth of the existing total amount of the stated capital of the Credit Union survived in an absorption-type merger from the latest balance sheet, resolution by the general meeting of the Credit Union survived in an absorption-type merger shall not be required (proviso of Article 61-3, paragraph (3) of Shinkin Bank Act).

Additionally, in case public notice to the effect that one-sixth or more of the members of the Credit Union survived in an absorption-type merger is opposed to the merger is given to the Credit Union survived in an absorption-type merger, the resolution of a general meeting may not be omitted (Article 61-3, paragraph (5) of Shinkin Bank Act).

(b) Consolidation-type merger

A Credit Union effecting a consolidation-type merger must obtain approval for merger agreements by special resolution of the general meeting (Article 61-4, paragraph (3), and Article 48-3, item (ii) of Shinkin Bank Act).

D. Procedures for Credit Union incorporated in consolidation-type merger

In order to incorporate a Credit Union by a merger, organizing committee members whom the respective Credit Unions have appointed from among their members at their general meetings shall jointly prepared the articles of incorporation, appoint officers and carry out any other necessary acts for such incorporation, and a board of directors must elect a representative director (Article 61-5, paragraph (2) and (4) and Article 36, paragraph (4) of Shinkin Bank Act).

The terms of office of an officer and an auditor elected by organizing committee members shall be until the date of the first ordinary general meeting after merger (Article 61-5, paragraph (3) of Shinkin Bank Act).

E. Procedures for protection of creditors

The procedures for protection of creditors that a Credit Union that effects a merger must perform upon merger shall be the same with the ones for reduction in the amount of one unit of investment after amendment (Article 61-2, paragraph (4), Article 61-3, paragraph (6) and Article 61-4, paragraph (4) of Shinkin Bank Act).

F. Effectuation of merger

It was determined that absorption-type merger shall come into effect not on the date of registration but on the Effective Date (Article 61-6, paragraph (1) of Shinkin Bank Act).

Consolidation-type merger shall come into effect on the date of registration as before amendment (Article 61-6, paragraph (3) of Shinkin Bank Act)

(2) Procedures for Registration of Merger

A. Registration of change due to an absorption-type merger

The following documents must be attached to the application for registration of change due to an absorption-type merger at the location of its principal office (Article 83 of Shinkin Bank Act):

(a) A permit issued by a government office or a transcript of this certified by the agency or office (Article 61-6, paragraph (4) and Article 85, Article 19 of the Commercial Registration Act);

(b)A written absorption-type merger agreement;

(c) The following documents on procedures on a Credit Union survived in an absorption-type merger:

a. Minutes of a general meeting;

b. In case of simplified merger, documents evidencing of meeting requirements for minutes of a board of officers and simplified merger in place of a; and

c. Documents on procedures for protection of creditors;

(d) The following documents on procedures on a Credit Unit extinguished in an absorption-type merger:

a. Certificate of matters registered of a Credit Unit extinguished in an absorption-type merger;

b. Minutes of a general meeting; and

c. A document on procedures for protection of creditors;

B. A registration of incorporation due to consolidation-type merger

The following documents must be attached to the application for registration of incorporation due to consolidation-type merger at the location of its principal office (Article 84 of Shinkin Bank Act).

(a) A permit issued by a government office or a transcript of this certified by the agency or office (Article 61-6, paragraph (4) and Article 85 of Shinkin Bank Act, (Article 19 of the Commercial Registration Act) ;

(b) Written consolidation-type merger agreement;

(c) The following documents on a Credit Union incorporated in a consolidation merger.

a. Articles of incorporation; and

b. A document evidencing the qualification of the person who has the authority of representation.

Specifically, this includes the document on appointment of officers by organizing committee, the minutes of a board of officers and a written consent to assume office of the representative officer.

(d) The following documents on the procedures of a Credit Union extinguished in consolidation-type merger.

a. Certificate of matters registered of a Credit Union extinguished in a consolidation-type merger;

b. Minutes of a general meeting;

c. A document on procedures for protection of creditors

7. Transitional Measures

(1)Registration by the Registrar‘s Own Authority

It was determined that the articles of incorporation of a Credit Union that issues preferred equity investment in existence upon enforcement of Arrangement Act are deemed to have the provisions to the effect that the preferred equity securities concerning the said preferred equity investment are issued (Article 214, paragraph (8) of Arrangement Act). It was determined that the registration to the effect that the said Credit Union is a cooperative structured financial institution issuing preferred equity investment certificate and a registrar must, ex officio, file such registration (Article 214, paragraph (22) and (23) of Arrangement Act, Article 7, paragraph (4) of Supplementary Provisions of Amendment Ordinance).

Additionally, it was determined that a registrar must, ex officio, cancel the matters that are no longer the matters to be registered (the name etc. of a registration authority) under Shinkin Bank Act or Act on Preferred Equity Investment (See Article 7, paragraph (1), item (iii) of Supplementary Provisions of Amendment Ordinance. See the Ministry of Justice, the Civil Affairs Bureau, the Commercial Affairs Division No. 103 as of January 19, 2006, notification by the Director-General of the Civil Affairs Bureau).

(2) Others

It was determined that the provisions then in force shall remain applicable to the following acts excluding the matters to be registered for such registration, and also to the procedures the documents to be attached thereto and other registration in such case (Article 194, paragraph (27), Article 214, paragraph (24) of Arrangement Act).

A. Incorporation of a Credit Union concerning the articles of incorporation that have been certified before the Effective Date (Article 194, paragraph (1) of Arrangement Act);

B. Reduction in the amount of one unit of investment that requires resolution of the general meeting in case where procedures for calling a general meeting are commenced before the Effective Date (Article 194, paragraph (7) of Arrangement Act);

C. Issuance of such preferred equity investment in case where requirements for subscription are determined before the Effective Date (Article 214, paragraph (1) of Arrangement Act);

D. Cancellation of the preferred equity investment in case of public notice before the Effective Date (Article 214, paragraph (3) of Arrangement Act);

E. Cancellation of the preferred equity investment that requires resolution by the ordinary equity investors’ meeting in case where procedures for calling for such ordinary equity investors’ meeting are commenced before the Effective Date (Article 214, paragraph (4) of Arrangement Act);

F. Split of the preferred equity investment in case where resolution has been obtained by an

ordinary equity investors' meeting before the Effective Date (Article 214, paragraph (5) of Arrangement Act);

G. The merger in case where there was a resolution of such merger before the Effective Date (Article 194, paragraph (9) of Arrangement Act);

H. Dissolution and liquidation etc. in case of dissolution due to the grounds that occurred before the Effective Date (Article 194, paragraph (13) and (16) of Arrangement Act);

I. Other than the above-mentioned, the matters resolved in case where procedures for calling a general meeting are commenced before the Effective Date (Article 194, paragraph (6) of Arrangement Act).

Section 6. Registration of Labour Banks etc.

Amendment on registration of Labour Bank and federation of Labour Banks shall be the same as Shinkin Bank etc. (Labour Bank Act (Act No. 227 of Labour Bank Act), preferred equity investment etc.)

Section 7. Registration of Mutual Companies etc.

1. Incorporation

(1) Procedures for incorporation

A. Matters to be absolutely detailed in the articles of incorporation

The matters to be absolutely detailed shall be the same as before amendment (Article 23, paragraph (1) of Insurance Business Act); provided, however, that

It was determined that the means of public notice of mutual companies shall not be publication in an official gazette but either publication in a daily newspaper that publishes information about current events or electronic public notice ((Article 23, paragraph (2) of Insurance Business Act);

B. Expansion of range of Property Contributed in Kind that requires no investigation by an inspector

It was determined that, in case where the total value detailed in the articles of incorporation on the properties concerning subscription of properties does not exceed 5,000,000JPY, such properties shall not require an investigation by an inspector regardless of the percentage to the total amount of the fund, as with the Companies Act (Article 24, paragraph (2) of Insurance Business Act, Article 33, paragraph (10), item (i)).

Additionally, it was determined that, in case where the value detailed in the articles of incorporation with respect to the properties concerning subscription of properties that constitute securities does not exceed the market price of such securities, such properties shall not require an investigation by an inspector, even though such properties are the ones without market quotation (Article 24, paragraph (2) of Insurance Business Act, Article 33, paragraph (10), item (ii)).

C. Solicitation of additional funds

The incorporators must solicit contributions to the total amount of funds in incorporating a Mutual Company and there is no system for contributions in kind by the incorporators (see Article 27 and Article 24, paragraph (1) of Insurance Business Act).

The provisions on obligation for certificate of deposit of paid money etc. shall be the same as before amendment (Article 30-4 of Insurance Business Act).

D. Solicitation of Members

The incorporators must solicit members as policy holders in incorporating a Mutual Company (more than 100 members are required.)(Article 30-6, Article 2, paragraph (5) of Insurance Business Act).

E. Organizational meeting

With respect to the minutes of an organizational meeting, legal obligation for the signature or the name or seal of chairman and directors attended (Article 26, paragraph (4) of the former Insurance Business Act, Article 180, paragraph (3) and Article 244, paragraph (3) of the former Commercial Code) was abolished.

F. Election of Officers at Incorporation

The election of the directors at incorporation, accounting advisors at incorporation, auditors at incorporation or financial auditor at incorporation must be made by a resolution of the organizational meeting, and election or appointment of Representative Directors at Incorporation or Committee Members at Incorporation, executive officers at incorporation and representative executive officer at incorporation must be made by resolution of a majority of the directors at incorporation, respectively (Article 30-10 of Insurance Business Act);

G. Change of the articles of incorporation before establishment of mutual companies

It was determined that, Articles of incorporation that are certified by a notary public pursuant to the preceding paragraph may not be amended before establishment of mutual companies almost as with the Companies Act, except for the case where the court finds the matters detailed with respect to subscription of properties in the articles of incorporation to be improper and issues a decision changing thereof (Article 23, paragraph (4) and Article 30-12 and Article 30, paragraph (2) of the Companies Act);

H. Review of the authority of directors at incorporation and an incorporator

The authority of directors at incorporation and an incorporator was reviewed with respect to the provision that the execution of the operations of mutual companies in the process of incorporation shall be decided by an incorporator in principle, as with the Companies Act.

(2) Procedures on registration of incorporation

A. Matters to be registered

The matters to be registered at the principal office for a mutual company shall be almost the same as a stock company, as follows (Article 64, paragraph (2) of Insurance Business Act):

(a) Purpose(s);

(b)Name;

(c) Total amount of funds (including the reserves for redemption of funds);

(d) Provisions on the rights of fund contributors;

(e) Method of redemption of funds;

(f) Method of distributing dividends of surplus;

(g) The location of the offices;

(h) The names of the directors;

(i) The name and address of the representative director (excluding a company with committees);

(j) If the company is a company with accounting advisors, that fact, and the names of the accounting advisors and the place to keep financial statements etc.

(k) If the mutual company is a company with auditors, that fact and the names of the company auditors;

(l) If the company is a company with a board of company auditors, that fact, and if there are outside auditors among its auditors, that fact;

(m) If the company is a company with a financial auditor, that fact and the names of the financial auditors;

(n) The name of a person appointed temporarily to carry out the duties of a financial auditor;

(o)where it is stipulated that the special directors may adopt a resolution, the fact, the names of the special directors; and the fact that any outside directors among the directors are outside directors;

(p) If that it is determined that the special directors may adopt a resolution, the fact thereof, and the name of the special directors, and the fact that any outside directors among the directors are outside directors;

As with the Companies Act, it was determined that the fact that the directors are any outside directors shall be the matter to be registered only in the cases of (p), (q) and (r);

(q) If the company is a company with committees, such fact; for the directors who are outside directors, the fact that they are outside directors; the names of the members of each committee and its executive officers and the name and address of the representative executive officer;

(r) If there are any provisions in the articles of incorporation for the exemption from liabilities of directors, executive officers, accounting advisors, company auditors or financial auditor, such provisions;

(s) If there are any provisions in the articles of incorporation for the conclusion of contracts regarding the limit of the liabilities to be assumed by outside directors, accounting advisors, company auditors or financial auditor, such provisions;

(t) If the provisions of the articles of incorporation of (s) are related to outside directors, for the directors who are outside directors, the fact that they are outside directors;

(u) If the provisions of the articles of incorporation of (s) are related to (s) are related to outside directors, for auditors who are outside directors, the fact that they are outside directors;

(v) If a balance sheet is disclosed by electromagnetic means, among matters necessary for allowing many and unspecified persons to receive the information contained in such balance sheet, those specified by a Cabinet Office Ordinance (Article 35-2, paragraph (1), item (i). More specifically, the webpage address that includes the said information);

(w) The provisions of in the articles of incorporation with respect to means of public notice;

(x) If the provisions in the articles of incorporation specify electronic public notice as the means of public notice, the following matters:

a. Matters necessary for ensuring that the information made public by electronic public notice is available to many and unspecified persons (Article 35-2, paragraph (1), item (ii). More specifically, the webpage address that includes the said information);

b. If there are any provisions in the articles of incorporation for the cases where the electronic means is not available for public notice due to an accident or for any other compelling reason, such provisions; and

(y) If there are in the articles of incorporation for redemption of an amount pertaining to its business expenditures for the first five years following the establishment of the Insurance Company as well as any other amount specified by Cabinet Office Order.

B. Documents to be attached

It was determined that the following documents must be attached to applications for registration of incorporation at the location of the head office (Article of 65 of Insurance Business Act).

(a) Articles of incorporation

(b) A document evidencing offers to contribute funds or a contract stipulating the contribution of the total amount of such funds;

(c) List of prospective members;

(d) In the case of a solicitation of members, a document certifying each prospective member's application for membership;

(e) Where the articles of incorporation include any detail on subscription of properties and other provisions relating to anomalous matters, the following documents:

a. A document containing the investigative report of the inspector or the directors at incorporation (or the directors at incorporation and company auditors at incorporation, where the Mutual Company to be incorporated is a company with auditors) and annexed documents thereto;

It was determined that these documents must be attached thereto only if the articles

of incorporation include provisions relating to anomalous incorporation.

b. In the case listed in Article 33, paragraph (10), item (ii) of the Companies Act as applied mutatis mutandis pursuant to Article 24, paragraph (2), a document certifying the market value of the securities set forth in that item;

c. In case listed in Article 33, paragraph (10), item (ii) of the Companies Act as applied mutatis mutandis pursuant to Article 24, paragraph (2) of Insurance Business Act, documents stating verification of an attorney etc. and annexed documents thereto;

(f) If there has been a court judgement on a report by an inspector, a transcript of said judgement;

(g) A certificate of deposit of paid money of institutions that handle payments;

(h) A document regarding the appointment of the representative director at incorporation by the directors at incorporation;

(i) In case where the Mutual Company to be incorporated is a company with a committee, etc., a document on election of the executive officers at incorporation, and the appointment of the committee members at incorporation and representative executive officer at incorporation;

(j) Minutes of the organizational meeting; and

(k) a document certifying that the directors at incorporation, company auditors at incorporation and representative director at incorporation (if a Mutual Company to be incorporated is a Company with a Committee, directors at incorporation, committee members at incorporation, executive officers at incorporation and representative executive officer at incorporation) have accepted the assumption of office;

As before amendment, Article 61, paragraph (3) of Commercial Registration Regulations shall not apply mutatis mutandis to Article 7 of the Corporate Registration Regulations, it is not required to attach a certificate prepared by a mayor for the seal impression of the written consent to assume office of a representative director or a representative executive director.

(l) In case where accounting advisors at incorporation or a financial auditor at incorporation have been elected, the following documents (hereinafter referred to as "Documents Related to Assumption of Office of Accounting Advisors etc."):

a. A document certifying that they have accepted the assumption of office;

b. In case where they are corporations, Certificates of Registered Matters for such corporations;

c. In case where they are not corporations, a document certifying that they are certified public accountants or tax accountants for the accounting advisors, a document evidencing that it is a certified public accountant for a financial auditor.

(m) In case where there are the provisions that the special directors may adopt a resolution, a document certifying the appointment of the special directors and their acceptance of the assumption of office; and

(n) In case where If matters to be registered requires the consent of all the incorporators or the unanimous consent of specific incorporators, a document evidencing that the consent or unanimous consent has been obtained (Article 65 of Insurance Business Act, Article 47, paragraph (3) of the Commercial Registration Act).

If incorporators specify the location etc. of the office, the documents evidencing the consent of the majority of such incorporators has been obtained must be attached thereto.

C. Registration and License Tax

300,000JPY as registration and license tax per application at the location of the principal office, and 9,000JPY at the location of the secondary office (Appended Table 1, No.24 (1) I, (2)A of Registration and License Tax Act).

2. Administrative organs of mutual companies

(1) Amendment on administrative organs

A. Administrative organs of mutual companies

It was determined that A Mutual Company must have in place the following administrative organs according to the classification listed as follows in addition to a general meeting of members (Article 51 of Insurance Business Act):

(a) A Mutual Company that is an Insurance Company (Article 5-2 of Insurance Business Act);

A board of directors, a board of company auditors or a committee and a financial auditor;

(b) A Mutual Company that is a Small Amount and Short Term Insurance Company (Article272-4, paragraph (1) of item (i) of Insurance Business Act, Article 38-2 of Enforcement Order of the Insurance Business Act (Cabinet Order No. 425 of 1995):

a. In case where the total amount of funds (including the reserves for redemption of funds.) is 300,000,000JPY or more, a board of directors, a board of company auditors or a committee and a financial auditor;

b. In case where the amount of a is less than 300,000,000JPY, a board of directors, a board of company auditors or a committee;

Besides, it was determined that a Mutual Company may have accounting advisors, a board of company auditors or financial auditor pursuant to the provisions of the articles of incorporation under the rules of an organizational design as a stock company (Article 51, paragraph (2), (4) and (5)).

B. A general meeting of members etc.

(a) In case where a general meeting of members (including general meeting of representatives; hereinafter the same shall apply in 7.) is held;

With respect to the minutes of a general meeting of members, legal obligation for the signature or the name or seal of chairman and directors attended (see Article 41 and Article 49 of the former Insurance Business Act, Article 244, paragraph (3) of the former Commercial Code) was abolished.

(b) In case where resolution of a general meeting of members is omitted

It is determined that, in case where a resolution of the general meeting of members is deemed to have been made (Article 41 of Insurance Business Act, Article 319 of the Companies Act), the minutes including the contents etc. of the matters that such resolution

is deemed to have been made (Article 20-26, paragraph (1) of Regulations on the Enforcement of Insurance Business Act) shall be prepared.

C. Officers etc.

The provisions on term of office of accounting advisors, auditors and a financial advisor and on pre-election for vacancy thereof shall be the same with the ones of a stock company that is a public company (Article 53-3 to 53-7); provided, however, that it is determined that, while official and a financial auditor of a mutual company may be dismissed at any time by resolution of a general meeting of members, it is sufficient to do so, including in case of dismissal of auditors, not by a special resolution but by an ordinary resolution (Article 53-10, Article 37-3, paragraph (1) of Insurance Business Act).

D. A board of directors

It was determined that, as a system for omission of resolution of the board of officers or board of liquidators has been established based on the provisions of the articles of incorporation (Article 53-163 of Insurance Business Act and Article 370 of the Companies Act), in case, the minutes including the contents etc. of the matters that such resolution is deemed to have been made shall be prepared (Article 23-9, paragraph (4), item (i) of Regulations on the Enforcement of Insurance Business Act).

E. A committee and executive officers

Provisions on a committee and executive officers shall be the same with the ones of a stock company (Article 53-24 to 53-32 of Insurance Business Act).

F. Liability for Damages of Officers etc.

(a) Partial exemption by a board of directors based on the provisions of the articles of incorporation

It was determined that an mutual company may include provisions in its certificate of incorporation indicating that if an accounting advisor or an financial auditor in addition to directors or auditors perform the duties thereof in good faith and without gross negligence and the board of officers finds it to be particularly necessary to do so, an exemption from breaches of the duties of these persons to such mutual company may be granted by resolution of the board of officers, to the extent of the amount obtained by subtracting a certain minimum liability amount (Article 115-5, paragraph (7) of the Investment Trust Act, Article 426 of the Companies Act)

(b) Limitations of liabilities of accounting advisors etc. based on the provisions of the articles of incorporation

It was determined that a mutual company may include provisions in its certificate of incorporation indicating that an investment corporation may enter into agreements with accounting advisors, outside auditors or a financial auditor in addition to outside directors to the effect that if such persons have acted in good faith and without gross negligence in performing their duties, the liability of breach of such financial auditor to such investment corporation shall be limited to either an amount specified by the mutual company in

advance within the limit of the amount provided for in the articles of incorporation, or the minimum liability amount, whichever is higher (Article 53-36 of Insurance Business Act, Article 427, paragraph (1) of the Companies Act).

(2) Amendment on the procedures for registration of institutions

A. Registration of change of officers etc.

The provisions on the documents to be attached for registration of change due to assumption of office or resignation of officers etc. shall be almost the same with the ones for a stock company (Article 67 of Insurance Business Act, Article 46, paragraph (1) and (2), Article 54 and Article 55 of the Commercial Registration Act).

B. The minute of a general meeting of members concerning change of the articles of incorporation must be attached to the written application for registration of change due to establishment or abolishment of provisions on exemption or limitation of liabilities of a financial auditor of (1) F (Article 67 of Insurance Business Act, Article 46, paragraph (2) of the Commercial Registration Act).

C. Registration and License Tax

The registration and license tax of registration of A or B shall be the same as the one for a stock company.

3. Public Notice of financial statements etc.

The provisions on registration of change due to abolishment of the matters of A (v) of 1 (2) (more specifically, the webpage address) filed by a mutual company that must submit its annual securities report to the Prime Minister pursuant to the provisions of Article 24, paragraph (1) of Securities and Exchange Act (see Article 54-7, paragraph (4) of Insurance Business Act) shall not require attachment of the documents evidencing that such case includes the said mutual company shall be the same with the ones of a stock company.

4. Reversal of reserve for redemption of funds

(1) Procedures for reversal of reserve for redemption of funds

A mutual company may reduce the amount of the reserves for redemption of funds by a special resolution of the general meeting of members (Article 57, paragraph (1) and (2)).

In this case, it was determined that, as with the case of reduction of the amount of stated capital of a stock company conducting insurance business (see Part1, 2, 2), it must issue public notice by means of public notice stipulated in official gazette and articles of incorporation and policyholders and other creditors may state their objections (Article 57, paragraph (4) and the main clause of Article 17, paragraph (1), and paragraph (2) of Insurance Business Act).

Additionally, in the case where the rights of policyholders that state their objections are not insurance claims that have already arisen at the time of at the time of public notice due to occurrence of insured events or for other reasons, the stock company engaged in insurance business shall not need to take measures such as making payment or providing equivalent security to such policyholders; provided, however, any resolution pertaining to the reduction

of the capital, etc. is invalid if the number of Policyholders who have raised their objections (excluding the holders of policies under which Insurance Claims, etc. had already arisen; the same shall apply hereinafter in (1) and (2) A (c).) exceeds one fifth of the total number of Policyholders and the amount specified by Cabinet Office Order as the credits (excluding Insurance Claims, etc.) belonging to the insurance contracts of the Policyholders who have stated such objections exceeds one fifth of the total amount of credits belonging to the Policyholders (Article 57, paragraph (4), Article 17, paragraph (5) and (6) of Insurance Business Act. Article 30-12 of the Regulations on the Enforcement of Insurance Business Act).

(2) Procedures for registration of change due to Reversal of reserve for redemption of funds

A. Documents to be attached

The following documents must be attached to the application for registration, in addition to permit issued by a government office or a transcript of this certified by the agency or office (Article 19 of the Commercial Registration Act) and the minutes etc. of a general meeting of members, as with the case of reduction of the amount of stated capital of a stock company conducting insurance business (see Part1, 2, 2) (Article 57, paragraph (3) of Insurance Business Act).

(a) A written statement certifying that the company has given a public notice of (1);

(b) In case where any policyholder or other creditor has stated their objection, a written statement certifying that the company has made payment or provided equivalent security to such policyholder or other creditor or entrusted equivalent property to a trust company, etc. for the purpose of ensuring that such policyholder or other creditor receive the payment, or that the reduction of the reserves for redemption of funds poses no risk of harming the interest of such Policyholder or other creditor; and

(c) a written statement certifying that the number of the policyholders who have stated their objections to proviso of (1) has not exceeded one fifth of the total number of Policyholders set forth in that paragraph, or a written statement certifying that the amount specified by Cabinet Office Order as belonging to such policyholders has not exceeded one fifth of the total amount of the said amount.

B. Registration and License Tax

The amount of registration tax payable shall be 30,000JPY per application (Appended

5. Solicitation of additional funds

(1) Amendment on procedures for solicitation of additional funds

While monies of funds solicited must be paid by subscribers in the institutions handling payments as before amendment, obligation for certificate of deposit of paid money of the said institutions handling payments was abolished (see Article 60-2, paragraph (4) and Article 30-3, paragraph (1) of Insurance Business Act, Article 60, paragraph (5) of the former Insurance Business Act, Article 189 of the former Commercial Code).

(2) Amendment on registration of change due to solicitation of funds

A. Documents to be attached

It was determined that the following documents must be attached to applications for registration of change due to solicitation of additional funds (Article 60-2, paragraph (3) of Insurance Business Act).

(a) Minutes of a general meeting of members;

(b) Documents evidencing offers to contribute funds or a contract stipulating the contribution of the total amount of such funds; and

(c)The document evidencing that payments for funds have been made;

B. Registration and License Tax

The amount of registration tax payable shall be 30,000JPY per application (Appended Table 1, No.24 (1)T, of Registration and License Tax Act).

6. Merger

(1) Procedures on merger

A. Parties concerned

A Mutual Company may merge with another mutual Company as before amendment. In this case, the company surviving the merger or the company incorporated by the merger must be a mutual company (Article 159 of Insurance Business Act).

Additionally, the merger between a mutual company and a stock company shall be as detailed in Part3, 3.

B. Creation and approval of merger agreement

A mutual company must, in order to merger with another mutual company, specify the following matters in merger agreement according to the classification listed as follows and obtain the approval thereof by a special solution of a general meeting of members (Article 165-16, and 165-20 of Insurance Business Act).

(a) Absorption-type merger (Article 160 of Insurance Business Act)

a. The names and addresses of the parties concerned;

b. When the amount of money to be paid to the members of a mutual company extinguished in an absorption-type merger has been decided, such decision;

c. The matters of the rights of the policyholders of the mutual company extinguished in the consolidation type merger following the merger;

d. The Effective Date;

e. Other matters specified by a Cabinet Office Ordinance.

(b) Consolidation-type merger (Article 161 of Insurance Business Act)

a. The names and addresses of the parties concerned;

b. The purpose and name of the Mutual Company Established by the Consolidation-Type Merger and the address of its principal office;

c. Beyond what is set forth in b, matters specified by the articles of incorporation of

the mutual company established by the consolidation-type merger;

d. The names of the directors at incorporation of the Mutual Company Established by the Consolidation-Type Merger;

e. In case where the Mutual Company Established by the Consolidation-Type Merger is a company with accounting advisors, a company with company auditors or a company with financial auditor: the names of the accounting advisors at incorporation, the company auditors at incorporation or the financial auditor at incorporation of the Mutual Company Established by the Consolidation-Type Merger;

f. If the amount of any money to be granted to the members of the Consolidated Mutual Companies is decided, such decision;

g. The matters of the rights of Policyholders following the merger; and

h. Other matters specified by a Cabinet Office Ordinance.

C. Procedures of a mutual company established by a Consolidation-Type Merger

Election of Representative Directors at Incorporation or Committee Members at Incorporation, executive officers at incorporation and representative executive officer at incorporation must be made by resolution of a majority of the directors at incorporation of the Mutual Company Established by the Consolidation-Type Merger (Article 165-22, paragraph (1) and Article 30-10, paragraph (6) of Insurance Business Act, Article 47 and Article 48 of the Companies Act).

D. Procedures for protection of creditors;

The procedures for protection of creditors that a mutual company that effects a merger must perform upon merger shall be the same with the ones for reversal of reserve for redemption of funds after amendment (Article 165-17 and Article 165-20 of Insurance Business Act).

E. Effectuation of merger

It was determined that absorption-type merger shall come into effect not on the date of registration but on the Effective Date (Article 169 of Insurance Business Act).

Consolidation-type merger shall come into effect on the date of registration as before amendment (Article 169-2 of Insurance Business Act).

(2) Procedures for Registration of Merger

A. Registration of change due to an absorption-type merger

The following documents must be attached to the application for registration of change of a mutual company surviving an absorption-type merger at the location of its principal office (Article 170, paragraph (1) and (3) of Insurance Business Act, Article 80 of the Commercial Registration Act).

(a) A permit issued by a government office or a transcript of this certified by the agency or office (Article 67 of Insurance Business Act, Article 19 of the Commercial Registration Act);

(b) A written absorption-type merger agreement;

(c) The following documents on procedures on a mutual company surviving an absorption-type merger:

a. Minutes of a general meeting of members; (Article 67 of Insurance Business Act, Article 46 of the Commercial Registration Act);

b. A document on procedures for protection of creditors of Insurance Business Act (Article 170, paragraph (1), item (i) and (iii) and paragraph (iii) of Insurance Business Act, Article 17-16, 4(2)A (a) to (c) of Order for Enforcement of Insurance Business Act); and

c. In case of specifying modification of contract conditions on insurance contracts (excluding specified contracts) in a merger agreement, a document certifying that a public notice under Article 254, paragraph (3) has been given (Article 170, paragraph (1), item (v) of the same Act.

(d) The following documents on procedures on a mutual company extinguished in an absorption-type merger;

a. A certificate of the matters registered of a mutual company extinguished in an absorption-type merger;

b. Minutes of a general meeting of members;

c. A document on procedures for protection of creditors (see Article 170, paragraph (1), item (i) and (iii) and paragraph (3), Article 80, item (viii) of the Commercial Registration Act, Article 17-16, 4(2)A (a) to (c) of Order for Enforcement of Insurance Business Act).

B. A registration of incorporation due to consolidation-type merger

The following documents must be attached to the application for registration of incorporation of a mutual company incorporated in consolidation-type merger at the location of its principal office (Article 170, paragraph (2) and (3) of Insurance Business Act, Article 81 of the Commercial Registration Act).

(a) A permit issued by a government office or a transcript of this certified by the agency or office (Article 67 of Insurance Business Act, Article 19 of the Commercial Registration Act)

(b) Written consolidation-type merger agreement;

(c)The following documents on a mutual company incorporated in a consolidation-type merger:

a. Articles of incorporation;

b. A document regarding the appointment of the representative director at incorporation by the directors at incorporation;

c. In case where the Mutual Company to be incorporated is a company with a committee, etc., a document regarding the election of the executive officers at incorporation, and the appointment of the committee members at incorporation and representative executive officer at incorporation;

d. A document certifying that the directors at incorporation, company auditors at incorporation and representative director at incorporation (if a Mutual Company to be

incorporated is a Company with a Committee, directors at incorporation, committee members at incorporation, executive officers at incorporation and representative executive officer at incorporation) have accepted the assumption of office;

e. In case of appointment of accounting advisors at incorporation or a financial auditor at incorporation, Documents related to Assumption of Office of Accounting Advisors etc.; and,

f. In case where there are the provisions that the special directors may adopt a resolution, a document certifying the appointment of the special directors and their acceptance of their assumption of office.

(d) The following documents on procedures on Consolidated Mutual Companies;

a. A certificate of the matters registered of Consolidated Mutual Companies;

b. Minutes of a general meeting of members;

c. A document on procedures for protection of creditors (Article 170, paragraph (1), item (i) and (iii) and paragraph (iii) of Insurance Business Act, Article 81, paragraph (8) of the Commercial Registration Act, Article 17-16, 4(2)A (a) to (c) of Order for Enforcement of Insurance Business Act).

7. Liquidation

It was determined that the provisions on administrative organs of Mutual Companies in Liquidation, a person entitled to become a liquidator, establishment of a system for omission of resolution of the board of liquidators, abolishment of upper limit of term of office for auditors and other matters shall be almost the same with the ones of a liquidating stock company (Article 180 to 183 of Insurance Business Act).

8. Foreign Mutual Company

It was determined that the provisions that it is sufficient for a Foreign Mutual Company must have one or more representative persons in Japan must be a person with an address in Japan and other matters to be registered etc. shall be the same with the ones for a foreign company under the Companies Act (Article 193 and 215 of Insurance Business Act); provided, however, that either publication in a daily newspaper that publishes the news on current events or electronic public notice must be designated as its means of public notice as the public notice of a foreign mutual company (Article 217, paragraph (1) of Insurance Business Act).

9.Transitional Measures

(1) Transitional Measures on a mutual company

A. Registration by the Registrar‘s Own Authority

It was determined that, as the mutual company in existence upon enforcement of Arrangement Act (excluding a company with a committee) has an auditors, such mutual company is deemed to file the registration to the effect that it is a company with auditors on the Effective Date, and a registrar must, ex officio, file such registration (Article 216, paragraph (42) of Arrangement Act, Article 7, paragraph (4) of Supplementary Provisions of

Amendment Ordinance).

Additionally, it was determined that a registrar must, ex officio, cancel the matters that are no longer the matters to be registered (to the effect that it has a committee on important property) (see Article 7, paragraph (1), item (iv) and (v) of Supplementary Provisions of Amendment Ordinance. The Ministry of Justice, the Civil Affairs Bureau, the Commercial Affairs Division No. 103 as of January 19, 2006, notification by the Director-General of the Civil Affairs Bureau).

B. Application for registration by large companies or deemed large companies (excluding a company with a committee)

(a) A company with a board of company auditors and a company with financial auditor

It was determined that the articles of incorporation of a mutual company that it is a large company or a deemed large company (excluding a company with a committee) are deemed to have the provisions of the articles of incorporation to the effect that it has an audit and supervisory committee and a financial auditor (Article 216, paragraph (17) of Arrangement Act).

Additionally, it was determined that, while the same provisions shall apply to the companies that no longer fall under a large company or a deemed large company in existence upon enforcement of Arrangement Act during the business year and to which special provisions for large companies are applicable, the provisions of the articles of incorporation deemed herewith shall lose their effect at the conclusion of the annual general meeting of members first concluding after the Effective Date (Article 20, paragraph (3) and (5) of Cabinet Order for Transitional Measures pursuant to Article 45 of Development Order Related to Financial Services Agency).

(b) Procedures for registration

a. Matters to be registered

In case where a mutual company is deemed to have the provisions of the article of incorporation of (a), the said mutual company must register the following matters at the location of its principal office within six months from the Effective Date (in case where the time to file the first registration is earlier, by such time) (Article 216, paragraph (45) of Arrangement Act).

(a) The fact that such mutual company is a company with a board of company auditors and if there are outside auditors among its auditors, that fact;

(b) The fact that such mutual company is a company with a financial auditor and the name of the financial auditor;

b. Documents to be attached etc.

The provisions on the documents to be attached and Registration and license tax shall be the same with the ones of the cases of application for registration of companies with a board of company auditors by a stock company

(Article 67 of Insurance Business Company, Article 46 and Article 54, paragraph (2) of the Commercial Registration Act, Article 216, paragraph (63) of Arrangement Act).

C. Application for registration by a company with a board of company auditors

(a) Provisions on committees etc.

The articles of incorporation of the mutual company that used to be a company with a committee in existence upon enforcement of Arrangement Act shall be deemed to have the provisions to the effect that it has a committee and a financial auditor (Article 216, paragraph (19) of Arrangement Act).

Additionally, it was determined that, while the same provisions shall apply to a mutual company whose provisions of the article of incorporation of a mutual company with a committee etc. during the business year and where the provisions of Article 52-5 of the former Insurance Business Act in existence upon enforcement of Arrangement Act are applicable, the provisions of the articles of incorporation deemed herewith shall lose their effect at the conclusion of the annual general meeting of members first concluding after the Effective Date (Article 20, paragraph (4) and (5) of Cabinet Order for Transitional Measures pursuant to Article 45 of Development Order Related to Financial Services Agency).

(b) Procedures for registration

a. Matters to be registered

In case where a mutual company is deemed to have the provisions of the article of incorporation of (a), the said mutual company must register the following matters the fact that such mutual company is a company with a financial auditor and the names of such financial auditor at the location of its principal office (in case where the time to file the first registration is earlier, by such time) (Article 216, paragraph (45) (ii) of Arrangement Act).

b. Documents to be attached etc.

The provisions on the documents to be attached and Registration and license tax shall be the same with the ones of the cases of application for registration of a company with a financial auditor etc. by a company as a company with committee (Article 67 of Insurance Business Company, Article 46 and Article 54, paragraph (2) of the Commercial Registration Act).

D. Means of public notice

A mutual company t in existence upon enforcement shall use publication in official gazette as its means of public notice at the conclusion of the annual general meeting of members first concluding after the Effective Date (Article 20, paragraph (13) of Cabinet Order for Transitional Measures pursuant to Article 45 of Development Order Related to Financial Services Agency).

E. Suspension of cancellation of registration of outside directors

In case where a mutual company that has registered its outside director is no longer required to file such registration pursuant to the provisions of Insurance Business Act, only during the term of office of the said outside director (Article 216, paragraph (43) of Arrangement Act).

F. Others

It was determined that the provisions then in force shall remain applicable to the following acts excluding the matters to be registered for such registration, and also to the procedures the documents to be attached thereto and other registration in such case (Article 216, paragraph (9), (11), (20), (23), (32), (38) and (62) of Arrangement Act).

(a) Incorporation of a mutual company concerning its articles of incorporation that have been certified before the Effective Date;

(b)Reversal of reserve for redemption of funds that requires resolution by a general meeting of members in case where procedures for calling a its general meeting of members are commenced before the Effective Date;

(c)In case resolution for solicitation of funds is adopted before the Effective Date, Solicitation of such funds;

(d)Liquidation etc. of a mutual company in case such mutual company is dissolved due to the grounds that occurred before the Effective Date;

(e)Merger whose merger agreement was created before the Effective Date;

(f) Beyond the above-mentioned, in case where procedures for calling a its general meeting of members are commenced before the Effective Date, the matters resolved thereby;

(2) Transitional Measures related to a foreign mutual company

With respect to the transitional measures related to a foreign mutual company, the provisions that means of public notice and a manager must be registered by such foreign mutual company within six months from the Effective Date etc. (in case where the time to file the first registration is earlier, by such time) shall be the same with the ones for a foreign company under the Companies Act (Article 216, paragraph (49) to (51) of Arrangement Act).

Section 8. Registration of Specified Purpose Company

1. IncorporationC

(1) Procedures for incorporation

A. Matters to be absolutely detailed in the articles of incorporation

It was determined that the matters to be detailed in the articles of incorporation shall be limited to its purpose, its trade name, the location of its head office, the amount of specified capital, the names and addresses of the incorporators and the period of time during which it will exist or the grounds for its dissolution and the amount of one unit of specified equity and its means of public notice shall not be applicable thereto (Act on Securitization Assets (Act No. 105 of 2008); hereinafter referred to as “Securitization Assets Act”).

B. Means of public notice

It was determined that while a specified purpose company may prescribe the provisions

to the effect that it may use electronic public notice in addition to publication in the official gazette and publication in a daily newspaper that publishes information about current affairs, the specified purpose without such provisions use publication in the official gazette as their public notice (Article 194 of Securitization Assets Act).

C. Abolishment of the system for minimum capital

The system for minimum capital that the amount of specified capital of a specified purpose company must not be less than 100,000JPY (see Article 19, paragraph (2) of the former Securitization Assets Act) was abolished.

It was determined that the amount of specified capital shall be, unless otherwise provided for by Securitization Assets Act, mean the amount of assets that the persons that is to be the specified equity members have paid or delivered to the specified purpose company upon issuance of specified equity and does not related to the amount obtained by multiplying the total number of units of specified equity to the amount of one unit of specified equity (see Article 28 of the former Securitization Assets Act).

D. Method to determine the number of units of specified equity issued at incorporation

It was determined that, in case where the articles of incorporation do not include the following provisions, the incorporators prescribe the following matters, they must obtain the consent of all the incorporators Article of 17, paragraph (1) of Securitization Assets Act):

(a) The number of units of specified equity issued at incorporation to be allotted to each incorporator; and

(b) The amount of monies to be paid in exchange for the specified equity issued at incorporation.

Additionally, the procedures for incorporation of specified purpose companies are limited to the ones equivalent to promotion of incorporation in stock companies, and an incorporator must subscribe for all of the specified equity issued at incorporation (Article 17, paragraph (2) of Securitization Assets Act. See the Ministry of Justice, the Civil Affairs Bureau, the Fourth Civil Affairs Bureau of the Ministry of Justice, the Civil Affairs No.1606 as of August 31 of 2008, notification by the Director-General of the Civil Affairs Bureau, the Fourth Division, No.2979, as of November 29, 2000, the Director of the Fourth Division, the Civil Affairs Bureau, the Ministry of Justice, Notification)

E. Expansion of range of Property Contributed in Kind that requires no investigation by an inspector

It was determined that, in cases where the total value recorded in the articles of incorporation with respect to Property Contributed in Kind does not exceed 5,000,000 yen, regardless the rate to the amount of such special capital, no investigation shall be required by an inspector as with the case in the Companies Act (Article 18, paragraph (2) of Securitization Assets Act, Article 33, paragraph (10), item (i) of the Companies Act); provided, however, as before amendment, there is no system that requires no investigation

by an inspector in case where Property Contributed in Kind constitutes certain securities (see Article 33, paragraph (10), item(ii) of the Companies Act) (Article 18, paragraph (2) of Securitization Assets Act);

F. Obligation for certificate of deposit of paid money

The provisions then in force remain applicable to obligation for certificate of deposit of paid money as before amendment (Article 24, paragraph (3) of Securitization Assets Act, Article 64 of the Companies Act).

G. Election of officers at incorporation

It was determined that The incorporators must appoint directors at incorporation and a financial auditor at incorporation, and in the case where a specified purpose company to be incorporated is a company with accounting advisors or a company with a financial auditor, and company auditors at incorporation, accounting advisors at incorporation or a financial auditor at incorporation must be appointed, respectively (Article 21 of Securitization Assets Act).

H. Change of the articles of incorporation before establishment of specified purpose companies

It was determined that, Articles of incorporation that are certified by a notary public pursuant to the preceding paragraph may not be amended before establishment of specified purpose companies almost as with the Companies Act, except for the case where the court finds the matters detailed with respect to subscription of properties in the articles of incorporation to be improper and issues a decision changing thereof (Article 16, paragraph (6) of Securitization Assets Act and Article 30, paragraph (2) of the Companies Act).

I. Review of the authority of directors at incorporation and an incorporator

The authority of directors at incorporation and an incorporator was reviewed with respect to the provision that the execution of the operations of mutual companies in the process of incorporation shall be decided by an incorporator in principle, as with the Companies Act.

J. Establishment of system for an administrator of specified equity member registers

It was determined that, a specified purpose company, in its articles of incorporation, may provide for the hiring of an administrator of specified equity member registers as equivalent to a shareholder register administrator and may entrust such administrator with administering the same (Article 28, paragraph (3) of Securitization Assets Act, Article 123 of the Companies Act).

(2) Procedures on registration of incorporation

A. Matters to be registered

The following information must be registered in the registration by a specified purpose company at the location of its head office (Article 22, paragraph (2), item (vi), (vii) and (x) to (xii) of Securitization Assets Act).

(a) The total number of units of specified equity issued;

The example records of registration for registration of (a) shall be pursuant to the Example Record 4 (1) of Attachment.

(b) If there is an administrator of specified equity member register, its names and address and business offices;

(c) If the company is a company with accounting advisors, that fact, and the names of the accounting advisors and the place to keep financial statements etc.;

(d) If the specified purpose company is a company with accounting auditors, an indication of this and the names of the accounting auditors; and

(e) If the company employs a person who is to temporarily perform the duties of an accounting auditor as appointed, its names;

Additionally, it was determined that the amount of one unit of specified equity shall not be the matter to be registered (Article 24, paragraph (2), item (i), Article 18, paragraph (2), item (v) of the former Securitization Assets Act).

B. Documents to be attached

It was determined that the following documents must be attached to applications for registration of incorporation at the location of the head office (Article 184 of Securitization Assets Act).

(a) Articles of incorporation

(b) In case where the articles of incorporation include provisions relating to the matters listed in the items of Article 16, paragraph (3) of Securitization Assets Act (anomalous incorporation), the following matters:

a. Documents stating investigation report of director at incorporation and auditor at incorporation and annexed documents thereto;

It was determined that, such documents must be attached thereto only if the articles of incorporation include provisions relating to anomalous incorporation.

b. In case listed in Article 33, paragraph (10), item (iii) of the Companies Act as applied mutatis mutandis pursuant to Article 18, paragraph (2) of Securitization Assets Act, documents stating verification of an attorney etc. and annexed documents thereto; and

(c)If there has been a court judgement on a report by an inspector, a transcript of said judgement;

(d) A certificate of deposit of paid money of institutions that handle payments;

(e) If there is an administrator of specified equity member register, a document evidencing conclusion of a contract with that person;

(f) A document certifying that the directors at incorporation, company auditors at incorporation and representative director at incorporation have accepted the assumption of office;

(g) A certificate prepared by a mayor for the seal impression of the directors at incorporation of the document of (f) (Article 3 of Regulations on Registration of Specified

purpose Companies Act (Ministry of Justice Ordinance No.37 of 1998; hereinafter referred to as "Specified Purpose Companies Registration Regulations"), Article 61, paragraph (2) of the Commercial Registration Regulations).

(h) In case where accounting advisors at incorporation or a financial auditor at incorporation have been elected, Documents related to Assumption of Office of Accounting Advisors etc.;

(i) In case where If matters to be registered requires the consent of all the incorporators or the unanimous consent of specific incorporators, a document evidencing that the consent or unanimous consent has been obtained.

If the number of units of specified equity issued at incorporation to be allotted to each incorporator is specified (see (1) D), the documents evidencing that the consent of all such incorporators has been obtained must be attached thereto; if incorporators specify the location of the head office of the specified purpose company and the administrators of specified equity member registers, the documents evidencing the consent of the majority of such incorporators has been obtained must be attached thereto.

C. Registration and License Tax

The amount of registration tax payable shall be 30,000JPY per application at its head office, and 6,000JPY at its branch office (Appended Table 1, No.25 (1)A and (2)A of Registration and License Tax Act).

2. Issuance of specified equity

(1) Procedures for issuance of specified equity for subscription

A. Determination of Subscription Requirements

It was determined that in seeking to solicit persons to subscribe for the specified equity it issues, a specified purpose company must decide the following subscription requirements (Article 36, paragraph (1) and (2) of Securitization Assets Act and Article 60, paragraph (4), item (ii)):

(a) The number of units of specified equity for subscription;

(b) The amount to be paid in for the specified equity for subscription or the method of calculating the amount;

(c) If assets other than money will be the subject of contributions, an indication of this and the details and value of the assets; and

(d) The date or period for the payment of monies in exchange for the specified equity for subscription or the date or period for the delivery of the assets referred to (c).

Additionally, It was determined that, when the specified purpose company grant entitlement to the allotment of specified equity to the specified equity members, it must prescribe that effect and the day for the application for subscription for the Shares for Subscription in addition to subscription requirements by resolution of its general meeting of members (Article 36, paragraph (5) of Securitization Assets Act, Article 202, paragraph (1) of the Companies Act).

Additionally, a specified purpose company may not acquire their own specified equity unlike the rules on treasury shares of stock companies, as before amendment, except for the cases where such own specified equity is required upon execution of rights in order to achieve their purpose (Article 34 of Securitization Assets Act), such procedures have been organized as totally different from the ones for issuance of specified equity.

B. Allotment of specified equity for subscription

It was determined that, in case other than the one where a specified purpose company concludes the contract to subscribe the total number of units of specified equity for subscription, it must specify the persons to whom specified equity for subscription will be allotted and the number of units of specified equity for subscription to be allotted to those persons by a special resolution of a general meeting of members (Article 36, paragraph (5) of Securitization Assets Act, Article 204, Article 205 and Article 60, paragraph (4) of the Companies Act).

C. Expansion of range of Property Contributed in Kind that requires no investigation by an inspector

In cases where the total number of the units of specified equity to be allotted to the subscribers for the specified equity for subscription who delivers property contributed in kind does not exceed one tenth (1/10) of the total number of units of specified equity, regardless the rate to the amount of such special capital, no investigation shall be required by an inspector (Article 36, paragraph (5) of Securitization Assets Act, Article 207, paragraph (9) of the Companies Act);provided, however, as before amendment, the system that specifies that no investigation shall be required by an inspector in case where property contributed in kind is a certain security or a money claim to a specified purpose company (see Article 207, paragraph (9), item (iii) and (v)) (Article 36, paragraph (5) of Securitization Assets Act).

D. Obligation for certificate of deposit of paid money etc.

The provisions then in force remain applicable to obligation for certificate of deposit of paid money as before amendment (Article 36, paragraph (7) of Securitization Assets Act, Article 64 of the Companies Act).

E. Effectuation

(a) Timing to be the specified equity members

It was determined that, it was determined that, in subscription requirements, period for paying in monies in exchange for the specified equity for subscription or delivery of property contributed in kind is specified, subscribers shall become specified equity members on the date on which the performance of contribution is effected (Article 13, item (ii) of Act on Preferred Equity Investment).

(b)Timing of change of the articles of incorporation

It was determined that, in subscription requirements, on the date for paying in monies in exchange for the specified equity for subscription or delivery of property contributed in kind is specified, (or if a certain period has been determined, on the last day of that

period), a specified purpose company is deemed to have amended the articles of incorporation to increase the amount of specified capital by the amount equivalent to that of the assets paid in or delivered (see Article 116, paragraph (3) of the former Securitization Assets Act, Article 53-2, the former Limited Liability Companies Act).

(2) Procedures for registration of change due to specified equity for subscription

A. Registration period

When there is a change to the matters registered due to specified equity for subscription, the registration of the change must be completed at the location of the head office within two weeks the date for paying in monies in exchange for the specified equity for subscription or delivery of property contributed in kind is specified, (or if a certain period has been determined, on the last day of that period) (Article 22, paragraph (3) of Securitization Assets Act, Article 915, paragraph (1) and (2) of the Companies Act).

B. Matters to be registered

Matters to be registered shall include the amount of the amount of specified capital, the total number of units of specified equity issued and the date of such change.

C. Documents to be attached

It was determined that the following documents must be attached to a written application to register a change due to the issuance of specified equity for subscription (Article 185 of Securitization Assets Act) and a document stating the investigation report prepared by a director or auditor and its annexed documents shall not be the document to be attached thereto (Article 138, paragraph (2) of the former Securitization Assets Act).

(a) Minutes of a general meeting of members; (Article 183 of Securitization Assets Act, Article 46 of the Commercial Registration Act)

(b) The documents certifying the offers to subscribe for specified equity for subscription or the contract for concluding to subscribe for the total number of units thereof;

(c)If there has been a court judgement on a report by an inspector, a transcript of said judgement;

(d) If monies are the subject of contribution, a certificate of deposit of paid money of institutions that handle payments;

(e) If assets other than money will be the subject of contributions, the following documents:

a. If an inspector has been appointed, a document stating the investigation report prepared by the inspector and its annexed documents; and

b. In case listed in Article 207, paragraph (9), item (iv) of the Companies Act as applied mutatis mutandis pursuant to Article 36, paragraph (5) of Securitization Assets Act, documents stating verification of an attorney etc. and annexed documents thereto

D. Registration and License Tax

The amount of registration tax payable shall be 15,000JPY per application as before amendment (Appended Table 1, No.25 (1)B of Registration and License Tax Act).

3. Consolidation of specified equity

(1) Procedures for consolidation of specified equity

It was determined that a specified purpose company may consolidate specified equity by special resolution of a general meeting of members, by specifying the ratio of consolidation and the Effective Date of consolidation of the specified equity (Article 38 and Article 60, paragraph (4), item (iii) of Securitization Assets Act, Article 180 of the Companies Act).

The consolidation of specified equity will become effective on the Effective Date (Article 38 of Securitization Assets Act, Article 182 of the Companies Act).

(2) Procedures for registration of change due to consolidation of specified equity

A. Matters to be registered

Matters to be registered shall include the total number of units of specified equity issued and the date of such change.

B. Documents to be attached

The minute of a general meeting of members must be attached to the written application for registration (Article 183 of Securitization Assets Act and Article 46 of the Commercial Registration Act).

C. Registration and License Tax

The amount of registration tax payable shall be 15,000JPY per application (Appended Table 1, No.25 (1)B of Registration and License Tax Act).

4. Issuance of Preferred Equity

(1) Procedures for issuance of preferred equity for subscription

A. Entry of the assets securitization plan

The following information must be entered or recorded in asset securitization plans:

The upper limit on the total number of units of preferred equity, the details of the preferred equity (including its precedence in distributions of profits or distributions of residual assets; the same applies hereinafter), and any other information that Cabinet Office Order prescribes as concerning its issuance and cancellation must be entered.

B. Persons to subscribe for preferred equity etc.

A specified purpose company may solicit persons to subscribe for preferred equity in accordance with the provisions of the asset securitization plan and as decided by the majority of the directors (Article 39, paragraph (1) of Securitization Assets Act); provided, however, At a Type II Specified Purpose Company (which refers to a specified purpose company with preferred equity members. See Article 51, paragraph (1) of Securitization Assets Act), in case where the amount to be paid in of preferred equity for subscription is particularly favorable to the persons subscribing for the said preferred equity for subscription, the class, the number of units, and the amount to be paid in for the said preferred equity for subscription must be determined by special resolution at a general meeting whose constituent members are specified equity members and preferred equity members (Article 39, paragraph (2) and

(3), Article 60, paragraph (3), item (ii) of Securitization Assets Act).

Additionally, the system for par value of preferred equity was abolished and the rules that the issue price of issue price may not be less than the par value (Article 37, paragraph (2) and (3) of the former Securitization Assets Act).

C. Obligation for certificate of deposit of paid money etc.

The provisions then in force remain applicable to obligation for certificate of deposit of paid money as before amendment (Article 40, paragraph (10) and Article 41, paragraph (6) of Securitization Assets Act, Article 64 of the Companies Act).

D. Effectuation

A subscriber for preferred equity for subscription becomes a preferred equity member holding the preferred equity for subscription for which the subscriber has made a payment on the date of registration referred to (2) as before amendment (Article 42, paragraph (2) of Securitization Assets Act).

(2) Procedures for registration of issuance of preferred equity investment

A. Matters to be registered

A specified purpose company must register the following matters and the one of (c) was specified as equivalent to the transfer agent concerning preferred equity before amendment (Article 42, paragraph (1) of Securitization Assets Act).

(a) The amount of preferred capital (except as otherwise provided for in Securitization Assets Act, this refers to the amount of assets paid to the specified purpose company by persons that are to become preferred equity members at the time of issuance of preferred equity);

(b) If the specified purpose company issues two or more classes of preferred equity with different features, the total number of units of preferred equity, the number of units by class of preferred equity, preferential conditions for the distribution of profits or distribution of residual assets, and the provisions on cancellation; and

(c)If there is an administrator of preferred equity investment member register, its names and address and business offices;

B. Documents to be attached

It was determined that the following documents must be attached to a written application for registration (Article 186 of Securitization Assets Act).

(a) Assets securitization plan (Article 3 of Specified Purpose Companies Registration Regulations, Article 61, paragraph (1) of Commercial Registration Regulations);

(b) A document evidencing that the consent of majority of directors has been obtained (in case of proviso of (1), the minutes of a general meeting of members shall be included. Article 183 of Specified Purpose Companies Registration Regulations, Article 46 of the Commercial Registration Act).

(c) Documents evidencing the agreement to apply for subscription of preferred equity investment for

subscription and subscribe the total number thereof;

(d) If there is an administrator of preferred equity investment member register, its articles of incorporation and a document evidencing conclusion of a contract with that person;

(e) A certificate of deposit of paid money of institutions that handle payments;

C. Registration and License Tax

The amount of registration tax payable shall be 15,000JPY per application (Appended Table 1, No.25 (1)B of Registration and License Tax Act).

5. Consolidation of preferred equity

(1) Procedures for consolidation of preferred equity

It was determined that a specified purpose company may consolidate preferred equity by special resolution of a general meeting of members by specifying the ratio of consolidation and the Effective Date of consolidation of the preferred equity (Article 50, paragraph (1) and Article 60, paragraph (4), item (iii) of Securitization Assets Act, Article 180 of the Companies Act).

A specified purpose company, except for the case where preferred equity securities have not been issued for all kinds of preferred equity investment to be consolidated, procedures for public notice to submit preferred equity investment securities concerning the said preferred investment must be carried out (Article 50, paragraph (2) of Securitization Assets Act, Article 219 paragraph (1), item (ii) of the Companies Act). The consolidation of preferred equity will become effective on the Effective Date (Article 50, paragraph (1) of Securitization Assets Act, Article 182 of the Companies Act).

(2) Procedures for registration of change due to preferred equity

A. Documents to be attached

The following documents must be attached to a written application for registration of incorporation:

(a)Minutes of a general meeting of members (Article 183 of Securitization Assets Act, Article 46 of the Commercial Registration Act);

(b) A document evidencing that public notice to submit preferred equity investment securities has been given (in the case where preferred equity securities to be consolidated are not issued for all of the preferred equity, a document certifying that the register of preferred equity members and others is applicable to the said case).

B. Registration and License Tax

The amount of registration tax payable shall be 15,000JPY per application (Appended Table 1, No.25 (1)B of Registration and License Tax Act).

6. Cancellation of preferred equity

(1) Procedures for cancellation of preferred equity by profits available for dividend

A specified purpose company may cancel preferred equity, as before amendment, except for the case where the amount of preferred capital is to be reduced (see Article 109, Article 110, Article 159, paragraph (1) of Securitization Assets Act), limited to the case of purchasing preferred equity with the profits to be distributed to preferred equity members pursuant to

the provisions of the assets securitization plan (Article 47, paragraph (1) of Securitization Assets Act). In such case, directors must specify the Effective Date of the said cancellation (paragraph (2) of the same Article).

A specified purpose company, except for the case where preferred equity securities have not been issued for all kinds of preferred equity investment to be cancelled, procedures for public notice to submit preferred equity investment securities concerning the said preferred investment must be carried out (Article 47, paragraph (3) and (4) of Securitization Assets Act).

Cancellation of preferred equity will become effective on the Effective Date (Article 47, paragraph (6) of Securitization Assets Act, Article 219, paragraph (3) of the Companies Act).

(2) Procedures for registration of cancellation of preferred equity of (1)

A. Documents to be attached

The following documents must be attached to the application for registration of change consolidation-type merger at the location of its head office (Article 187 of Securitization Assets Act).

(a) Assets securitization plan (Article 3 of Specified Purpose Companies Registration Regulations, Article 61, paragraph (1) of Commercial Registration Regulations);

(b) A document evidencing that the consent of majority of directors has been obtained (Article 183 of Securitization Assets Act, Article 46 of the Commercial Registration Act);

(c) A document certifying the existence of profits;

(d) A document evidencing that public notice to submit preferred equity investment securities of A has been given (in the case where preferred equity securities to be cancelled are not issued for all of the preferred equity, a document certifying that the register of preferred equity members and others is applicable to the said case)

B. Registration and License Tax

The amount of registration tax payable shall be 15,000JPY per application (Appended Table 1, No.25 (1)B of Registration and License Tax Act).

7. Administrative organs

(1) Amendment on administrative organs

A. Administrative organs of specified purpose companies

A specified company must have in place the following administrative organs in addition to a general meeting of members:

(a) Directors;

(b) Auditors；and

(c) A financial auditor (provided, however, that a financial auditor is not required to be employed for a specified purpose company that issues only specified bonds as asset-backed securities and the sum of the total amount of issuance of specified bond and the total amount of specified borrowings specified in the assets securitization plan is less than 20,000,000,000JPY (Article 24 of Cabinet Order No.479 of 2000).

Additionally, a specified purpose company may employ an accounting advisor pursuant to the provisions of the articles of incorporation (Article 67, paragraph (2) of Securitization Assets Act).

B. A general meeting of members

(a) Voting rights

While he members of a specified purpose company are specified equity members and, the members of a specified purpose company that issues preferred equity are specified equity members and preferred equity members as before amendment, preferred equity members do not have voting rights in the general meeting of members unless otherwise provided for by the articles of incorporation or Securitization Assets Act (Article 26 and Article 27 of Securitization Assets Act).

C. Minutes of a general meeting of members;

a. In case where a general meeting of members is held

With respect to the minutes of a general meeting of members, legal obligation for the signature or the name or seal of chairman and directors attended (see Article 62 of the former Securitization Assets Act, Article 244, paragraph (3) of the former Commercial Code) was abolished. However, with respect to the minutes of the general meeting of members in the case where a director that represents a specified purpose company by resolution of the said general meeting of members, the signature or the name or seal of chairman and directors attended may be required, as before amendment (Article 3 of Specified Purpose Companies Registration Regulations, Article 61, paragraph (4) of Commercial Registration Regulations).

b. Establishment of system for omission of resolution

With regard to a matter subject to exclusive voting (which refers to the matters that preferred equity members have no voting rights among the ones that should be made the subject of the general meeting of members of a Specified Purpose Company. See Article 51, paragraph (1), item (iii) of Securitization Assets Act), the system for omission of resolution of a general meeting of members was established (Article 63 of Securitization Assets Act).

D. Directors

Officers shall be appointed by resolution at a general meeting of members as before amendment, and the upper limit of their term of office is not specified (Article 68, paragraph (1) of Securitization Assets Act).

It was determined that the provisions on pre-election for vacancy shall be the same with the ones for the officers of a stock company (Article 68, paragraph (2) of Securitization Assets Act).

It was determined that, except for the case of the officers appointed by cumulative vote, directors may be dismissed not by a special resolution but by an ordinary solution at the

general meeting of members (Article 74, paragraph (1), Article 60, paragraph (3), item (iii) of Securitization Assets Act).

E. Representative Directors

A director represents a specified purpose company in principle as before amendment (main clause of Article 79, paragraph (1) of Securitization Assets Act); provided, however, it was determined that a specified purpose company may designate a representative director from among the directors pursuant to the articles of incorporation, through appointment by the directors from among themselves pursuant to the provisions of the articles of incorporation, or through a resolution at a general meeting of members. It was determined that, in such case, the remaining directors shall not have the authority of representation (Article 79, paragraph (1) of Securitization Assets Act).

F. Accounting advisors

Accounting advisors shall be appointed by ordinary resolution at a general meeting of members and the upper limit of their term of office is not specified (Article 68, paragraph (1) of Securitization Assets Act).

The provisions on pre-election for vacancy shall be the same with the ones for C (Article 68, paragraph (2) of Securitization Assets Act).

G. Financial Auditor

It was determined that, a financial auditor shall be appointed by resolution at a general meeting of members and, the starting point of its term of office is not the date of assumption of office but the date of appointment and continues until the conclusion of the annual shareholders meeting for the last business year which ends within one year from the time of their election (Article 68, paragraph (1), Article 73, paragraph (4) of Securitization Assets Act, Article 338, paragraph (1) of the Companies Act). Additionally, Unless otherwise resolved at the annual shareholders meeting under the preceding paragraph, financial auditors are deemed to have been re-elected at such annual shareholders meeting (Article 73, paragraph (4) of Securitization Assets Act, Article 338, paragraph (2) of the Companies Act). If there is a position vacancy among the accounting auditors or a shortfall in the number of accounting auditors prescribed by the articles of incorporation, unless a new accounting auditor is appointed without delay, as before amendment, a company auditor must appoint a person who is to temporarily perform the duties of accounting auditor (Article 76, paragraph (4) of Securitization Assets Act).

A financial auditor may be dismissed by ordinary resolution at a general meeting of member as before amendment, and in case of breaching an obligation in the course of duties or neglecting their duties, may be dismiss by an unanimous consent of the company auditors (Article 74, paragraph (1), Article 75 of Securitization Assets Act).

(2) Amendment on the procedures for registration of institutions

The provisions on the documents to be attached for registration of change due to assumption of

office or resignation of officers etc. shall be almost the same with the ones for the officers of a stock company other than a company with a board of directors (Article 183 of Securitization Assets Act, Article 46, paragraph (1) and (2), Article 54, Article 55 of the Commercial 46, Article 3 of Specified Purpose Companies Registration Regulations, Article 61 of Commercial Registration Regulations).

The amount of registration tax payable shall be 15,000JPY per application (Appended Table 1, No.25 (1)B of Registration and License Tax Act).

8. Public notice of financial statements etc.

The provisions on registration of change due to abolishment of the matters of Article 22, paragraph (2), item (xiii) of Securitization Assets Act (more specifically, the webpage address) filed by a mutual company that must submit its annual securities report to the Prime Minister pursuant to the provisions of Article 24, paragraph (1) of Securities and Exchange Act (see Article 104, paragraph (8) of Securitization Assets Act) shall not require attachment of the documents evidencing that such case includes the said specified purpose company shall be the same with the ones of a stock company.

9. Reduction in amounts of specified capital

(1) Procedures for reduction in amounts of specified capital

A. Extraordinary resolution at a general meeting of members

It was determined that a specified purpose company may reduce the amount of specified capital by amending the articles of incorporation only for the purpose of compensating for losses and, limited to such case, the specified equity may be cancelled (Article 108, paragraph (1) and Article 35 of Securitization Assets Act).

In such case, it was determined that the following matters must be specified by an extraordinary resolution at a general meeting of members:

(a) The amount of specified capital to be reduced;

(b)The Effective Date of reduction of the amount of specified capital

Additionally, it was determined that the amount referred to (a) may not exceed the amount calculated by the method that Cabinet Office Order prescribes as the amount of losses (Article 108, paragraph (4) of Securitization Assets Act, Article 56 of Regulations on the Enforcement of Act on Securitization Assets (Ordinance of the Prime Minister's Office No. 128 of 2000; hereinafter referred to as "Regulations on the Enforcement of Securitization Assets Act")).

B. Procedures for protection of creditors

If a specified purpose company reduces the amount of specified capital, it must conduct procedures for protection of creditors, including issuing public office in official gazette of amounts of specified capital to be reduced, and issuing a demand separately to each known creditor of this (Article 111 of Securitization Assets Act").

(2) Procedures for registration of change due to reduction of the amount of specified

capital

A. Documents to be attached

The following documents must be attached to the application for registration of change consolidation-type merger at the location of its head office.

(a) Minutes of a general meeting of members (Article 183 of Securitization Assets Act, Article 46 of the Commercial Registration Act;

(b) A document on procedures for protection of creditors (Article 188 of Securitization Assets Act)

B. Registration and License Tax

The amount of registration tax payable shall be 15,000JPY per application (Appended Table 1, No.25 (1)B of Registration and License Tax Act).

10. Reduction of amounts of preferred capital

(1) Procedures for reduction of amounts of preferred capital

A specified purpose company may reduce the amount of preferred capital by resolution at a general meeting of members in case of (a) to (c) (Article 109, paragraph (1) of Securitization Assets Act).

A. In case of resolution at a general meeting of members

(a) Resolution organs

It was determined that a specified purpose company must specify the following matters by special resolution at a general meeting of members whose constituent members are specified equity members and preferred equity members (Article 109, paragraph (2) and (5), and Article 60, paragraph (3), item (iv) of Securitization Assets Act).

a. Reduction in amounts of preferred capital

Additionally, it was determined that the amount referred to a may not exceed the amount calculated by the method that Cabinet Office Order prescribes as the amount of losses (Article 109, paragraph (4) of Securitization Assets Act, Article 57 of Regulations on the Enforcement of Act on Securitization Assets).

b. The Effective Date of reduction of the amount of specified capital

c. If the preferred equity is to be canceled, the class and number of units of preferred equity subject to cancelation, the means of cancelation, and the amount required for the cancelation; and

d. if the preferred equity is to be appropriated to compensate for losses, the amount to be appropriated as compensation for losses; provided, however, that it was determined that, in case where he amount referred to a does not exceed the amount calculated by the method that Cabinet Office Order prescribes as the amount of losses, it is sufficient to make an ordinary resolution at an annual general meeting of members on reduction of the amount of specified capital as resolution requirement (Article 60, paragraph (3), item (iv) of Securitization Assets, Article 50 of Regulations on the Enforcement of Securitization Assets Act).

(b) Procedures for protection of creditors

If a specified purpose company reduces the amount of preferred capital, it must conduct procedures for protection of creditors, including issuing public office in official gazette of amounts of specified capital to be reduced, and issuing a demand separately to each known creditor (excluding specified bondholders, holders of specified promissory notes, and creditors from which specified borrowings have been borrowed) of this (Article 111 of Securitization Assets Act").

B. In case of decision of directors based on the assets securitization plan

A specified purpose company may reduce the amount of preferred capital at the decision of the majority of directors, but only if the asset securitization plan provides for the purpose to reduce the amount of preferred capital and other particulars, almost the same as before amendment (Article 110, paragraph (1) of Securitization Assets Act").

In such case, a specified purpose company must issue public notice of the said particulars two weeks prior to the decision of the director (Article 110, paragraph (2) of Securitization Assets Act").

The procedures for protection of creditors shall be the same with A (b) (Article 111 of Securitization Assets Act").

C. In case of completion of business based on the assets securitization plan

If the administration and disposition of specified assets under the provisions of an asset securitization plan have been completed, and specified bonds and specified promissory notes have been issued or specified borrowings have been made, when the specified purpose company that has completed the redemption, payment, or repayment engages in the business of asset securitization under a new asset securitization plan, the director of a Type I Specified Purpose Company must prepare a balance sheet for that specified purpose company and have it approved at a general meeting of members without delay, and in line with this, such specified purpose company may cancel preferred equity pursuant to the provisions of the assets securitization plan and reduce the amount of preferred capital (Article 159 and Article 109, paragraph (1) of Securitization Assets Act").

Additionally, If the amount of net assets entered in the balance sheet of a specified purpose company that has prepared a balance sheet is less than the amount necessary to cancel the said preferred equity, the said balance sheet must be approved at a general meeting of members whose constituent members are specified equity members and preferred equity members (Article 159, paragraph (3) of Securitization Assets Act").

(2) Procedures for registration of change due to reduction of the amount of preferred.

capital

A. Documents to be attached

The following documents must be attached to the application for registration of change consolidation-type merger at the location of its head office:

(a) A document evidencing that the minutes of a general meeting of members or the consent of majority of directors has been obtained in accordance with resolution organs (Article 183 of Securitization Assets Act, Article 46 of the Commercial Registration Act).

(b)In case of cancelling preferred equity, a document evidencing that public notice to submit preferred equity investment securities of A has been given in the case where preferred equity securities to be cancelled are not issued for all of the preferred equity, a document certifying that the register of preferred equity members and others is applicable to the said case, Article 187, paragraph (1) of Securitization Assets Act).

(c) The following documents according to the classification listed as follows (Article 189 of Securitization Assets Act)

a. In case of resolution at a general meeting of members;

A document on procedures for protection of creditors of (1) A (b)

b. In case of decision of directors based on the assets securitization plan

(a) Assets securitization plan (Article 3 of Specified Purpose Companies Registration Regulations, Article 61, paragraph (1) of Commercial Registration Regulations);

(b) Documents evidencing that public notice of (1) b has been given;

(c) A document on procedures for protection of creditors of (1) b:

c. In case of completion of business based on the assets securitization plan:

(a) The assets securitization plan; and

(b) A document evidencing redemption of specified bonds, payment of specified promissory notes, and repayment of specified borrowings.

B. Registration and License Tax

The amount of registration tax payable shall be 15,000JPY per application (Appended Table 1, No.25 (1)B of Registration and License Tax Act).

11. Liquidation

(1) Administrative organs of a company in liquidation

While a specified purpose company in liquidation must have liquidators and company auditors other than general meeting of members, the rules on the remaining administrations shall not be applicable to a specified company before dissolution (Article 166 of Securitization Assets Act).

(2) Procedures for registration of registration

The matters to be registered for registration of liquidators shall be the name of liquidator and the name and address of the representative liquidator (Article 179, paragraph (1) of Securitization Assets Act, Article 46, Article 73 to 75 of the Commercial Registration Act).

The amount of registration tax payable shall be 15,000JPY per application (Appended Table

1, No.25 (1)B of Registration and License Tax Act).

12. Transitional Measures

(1) Registration by the Registrar‘s Own Authority

The total number of units of specified equity issued on the Effective Date of a specified purpose company shall be the number obtained by dividing the number of specified capital of a specified purpose company by the amount of one unit of specified equity, as with the case of a special limited liability (Article 221, paragraph (2) of Arrangement Act). It was determined that the total number of units of the said specified equity issued shall be deemed to have been registered on the Effective Date and a registrar must, ex officio, file such registration (Article 214, paragraph (39) and (52) of the same Article, Article 7, paragraph (4) of Supplementary Provisions of Amendment Ordinance).

Additionally, it was determined that a registrar must, ex officio, cancel the matters that are no longer the matters to be registered (the amount of one unit of specified equity, the name of registration authority concerning preferred equity etc.) (See Article 7, paragraph (1), item (iii) and (vi) of Supplementary Provisions of Amendment Ordinance. (The Ministry of Justice, the Civil Affairs Bureau, the Commercial Affairs Division No. 103 as of January 19, 2006, notification by the Director-General of the Civil Affairs Bureau).

(2) Application of registration on a financial auditor

A. Provisions to the effect of appointment of a financial auditor

The articles of incorporation of the specified purpose company as a company with a financial auditor in existence upon enforcement of Arrangement Act under Article 90 of the former Securitization Assets Act, include the provisions of the articles of incorporation to the effect that a financial auditor shall be appointed (Article 221, paragraph (18) of Arrangement Act).

B. Procedures for registration on a financial auditor

(a) Matters to be registered

It was determined that, in case where a specified purpose company is a company with a financial auditor, such specified purpose company must register the fact that it is a company with a financial auditor and the names of such financial auditor at its head office within six months from the Effective Date (in case where the time to file the first registration is earlier, by such time) (Article 221, paragraph (40) to (42) of Arrangement Act).

(b) Documents to be attached

The following documents must be attached to the application for registration of change consolidation-type merger at the location of its head office (Article 221 of Arrangement Act, Article 183 of Securitization Assets Act, Article 46 and Article 54, paragraph (2) of the Commercial Registration Act).

a. A document evidencing that such specified purpose company is a company with a financial auditor

More specifically, this is applicable to the assets securitization plan etc. for a specified

purpose company that must appoint a financial auditor pursuant to the provisions of Article 85, paragraph (4) of the former Securitization Assets Act, the articles of incorporation and to a specified purpose company that must appoint a financial auditor pursuant to the provisions of the articles of incorporation.

b. Minutes of a general meeting of members etc. that has appointed a financial auditor etc.;

c. A document evidencing consent to assume office by a financial auditor;

d. If a financial auditor at incorporation is an auditing firm, its certificate of registered matters;

e. In case where a financial auditor is not an auditing firm, a document evidencing that he/she is a certified public accountant.

(c) Registration and License Tax

The amount of registration tax payable shall be 15,000JPY per application (Appended Table 1, No.25 (1)B of Registration and License Tax Act).

(3)Others

It was determined that the provisions then in force shall remain applicable to the following acts excluding the matters to be registered for such registration, and also to the procedures the documents to be attached thereto and other registration in such case (Article 221, paragraph (1), (7), (12), (25), (27), (29), (31), (32), (35), (51), (53)).

A. Incorporation of a specified purpose company concerning its articles of incorporation that have been certified before the Effective Date;

B. In case where the resolution for issuance of preferred equity is made on the Effective Date, issuance of the said preferred equity;

C. Issuance of convertible specified bonds or specified bonds with preferred equity subscription rights whose solicitation is determined before the Effective Date;

D. In case where resolution of increase in specified equity is made before the Effective Date, such increase in specified equity;

E. Reduction in specified equity that requires resolution at a general meeting of members in case where procedures for calling a its general meeting of members are commenced before the Effective Date;

F. Reduction in specified equity in case of reduction in preferred equity that requires resolution by a general meeting of members in case where procedures for calling a its general meeting of members are commenced before the Effective Date or in case of the decision pursuant to the provisions of Article 118-9, paragraph (1) of the former Securitization Assets Act before the Effective Date;

G. Liquidation in case of dissolution due to the grounds that occurred before the Effective Date; and

H. Beyond the above-mentioned, in case where procedures for calling a its general meeting of members are commenced before the Effective Date, the matters resolved thereby.

Section 9. Registration of Former Specified Purpose Company

1. Survival of a special former specified purpose company

It was determined that, while the rules after revision of Act for Partial Revision of Act on Securitization of Specific Assets (Act No. 97 of 2000) (the Ministry of Justice, the Civil Affairs Bureau, the Fourth Division, No.2979, as of November 29 of the same month, 2000, the Director of the Fourth Division, the Civil Affairs Bureau, the Ministry of Justice, Notification) shall not be applicable to a specified purpose company established before the Effective Date (November 30 of the same year) of the same Act, but the provisions of the rules before revision of the same Act (the Ministry of Justice, the Civil Affairs Bureau, the Fourth Division, No.1606, as of August 31, 1998, the Director of the Fourth Division, the Civil Affairs Bureau, the Ministry of Justice, Notification) remains effective, the said specified purpose company in existence upon enforcement of Arrangement Act shall survive as a specified purpose company (Article 229 of Arrangement Act).

2. Special revisions of the provisions of Securitization Assets Act

While the provisions of Securitization Assets Act shall be applicable to the specified purpose companies that survive due to 1 and whose registration for transition to ordinary specified provisions (hereinafter referred to as "special former specified purpose companies". See Article 230, paragraph (1) of Arrangement Act), the following special provisions were specified therefor:

(1) Registration system of business pertaining to securitization of specified assets

It was determined that, as the rules that a specified purpose company may be engaged in the business pertaining to securitization of specified assets by submitting notification to the Prime Minister are not applicable to special former specified purpose companies, such special former specified purpose companies may not be engaged in the business pertaining to securitization of specified assets without obtaining registration by the Prime Minister.

(2) Assets securitization plan

It was determined that special former specified purpose companies may not specify the matters pertaining convertible specified bonds, specified bonds with preferred equity subscription rights and specified borrowings in assets securitization plan as the matters on asset-backed securities (Article 230, paragraph (12) of Arrangement Act).

(3) Articles of incorporation

It was determined that the articles of incorporation of a special former specified purpose company must include the assets securitization plan in addition to the matters of Article 16, paragraph (2) of Securitization Assets Act (Article 231, paragraph (4) of Arrangement Act).

(4) Voting rights of a general meeting of members

It was determined that the rule that a specified equity member that Cabinet Office Order prescribes as being related to the specified purpose company in a way that makes it possible for the specified purpose company to substantially control its operations, due to the

specified purpose company's holding one-quarter or more of all shareholders' voting rights in the member or for any other grounds (Article 59, paragraph (1) of Securitization Assets Act) does not have the voting right shall not be applicable (Article 231, paragraph (30) of Arrangement Act).

(5) Voting rights in respect of appointment and dismissal of directors

It was determined that, in a special former specified purpose company, preferred equity members shall have voting rights with respect to appointment and dismissal of directors, representative directors, accounting advisors and auditors (Article 231, paragraph (38), (44) and (45) of Arrangement Act).

(6) Convertible specified bonds and specified bonds with preferred equity subscription rights

It was determined that a special former specified purpose company may not issue convertible specified bonds or specified bonds with preferred equity subscription rights (Article 232, paragraph (27) of Arrangement Act).

(7) Procedures for change of the articles of incorporation

It was determined that change of the articles of incorporation of a special former specified purpose company must be carried out by resolution at its general meeting of members except for the case applicable to the contents are the minor changes provided for by a Cabinet Office Ordinance that are the ones pertaining to the assets securitization plan (Article 232, paragraph (28) of Arrangement Act).

The resolution of the said general meeting of members must be made by half or more of the total number of specified equity members and a majority equivalent to three-quarter of the voting rights of the total number of specified equity members and, in case where there are the specified equity members that may not exercise their voting rights, such voting rights shall not be included (Article 232, paragraph (29) of Arrangement Act).

Additionally, it was determined that the change of the articles of incorporation pertaining to the following matters may not be made except for the following cases (Article 232, paragraph (30) of Arrangement Act):

A. In the case applicable to the contents are the minor changes provided for by a Cabinet Office Ordinance that are the ones pertaining to the assets securitization plan or in the case applicable to the provisions by a Cabinet Office Ordinance whose contents are not obviously contrary to protection of general investors (limited to the case of receiving approval of the Prime Minister in advance).

B. The period of time during which it will exist or the grounds for its dissolution, in case of simultaneous change with the one of A

(8) Registration of a special former specified purpose company

The procedures of registration for a special former specified purpose company shall be the same with the ones of registration for a specified purpose company except for the provisions that there is no registration for convertible specified bonds and specified bonds with preferred equity subscription rights.

3. Transition to an ordinary specified purpose company

(1) Procedures for transition

It was determined that when a special former specified purpose company completes cancellation of preferred equity or distribution of residual assets, and performance of obligations pertaining to specified bonds and specified promissory notes in accordance with the assets securitization plan, it must submit such effect to the Prime Minister, and in case where such submission is made, the resolution to the effect of conducting business pertaining to the asset securitization based on a new assets securitization plan, may be made, , by a special resolution at a general meeting of members (Article 234, paragraph (1) and (2) of Arrangement Act).

A special former specified purpose company shall be, in case where resolution at the said general meeting of members is made, deemed to have changed the provisions of the articles of incorporation to delete the record of the assets securitization plan in the assets securitization plan (Article 234, paragraph (3) of Arrangement Act) and shall hereby lead to transition to an ordinary specified purpose company.

(2) Procedure for registration of transition

A. Registration period etc.

A special former specified purpose company shall, in case where resolution at the said general meeting of members of (1) is made, resolution for dissolution of the said special former specified purpose company is made, within two weeks for the location of its head office, and within three weeks for the location of its branch office and registration for incorporation as a specified purpose company must be newly filed (Article 234, paragraph (4) of Arrangement Act).

Applications for such registration must be simultaneously filed as with the cases of transition of special limited liability companies to ordinary stock companies and in case where there is any ground for dismissal for either of them, both of them must be dismissed (Article 234, paragraph (7) and (9) of Arrangement Act).

B. Registration for incorporation as a specified purpose company

(a) Matters to be registered

The matters to be registered include the date of establishment of a specified purpose company and the effect of conducting business pertaining to the asset securitization based on a new assets securitization plan, and the date thereof a new in addition to the identical matters to the registration for incorporation of an ordinary specified purpose company (Article 234, paragraph (5) of Arrangement Act).

The example records of registration for registration of this case shall be pursuant to the Example Record 4 (2) of Attachment.

Additionally, as there is no upper limit of term of office for the directors of a specified purpose company, unlike the registration of incorporation due to transition of a special limited liability company, there is no need to record, ex officio, the date of assumption

of office of the officers in existence.

(b) Documents to be attached

The minutes of a general meeting of members of (1) and the articles of incorporation must be attached to the application for registration for incorporation at the location of the head office (Article 183 of Securitization Assets Act, Article 46 of the Commercial Registration Act, Article 234, paragraph (6) of Arrangement Act).

(c) Registration and License Tax

The amount of registration tax payable shall be 30,000JPY per application at its head office, and 6,000JPY at its branch office (Appended Table 1, No.25 (1)A and (2)A of Registration and License Tax Act).

C. Registration of dissolution relating to a special former specified purpose company

(a) Matters to be registered

The example records of registration for registration of this case shall be pursuant to the Example Record 4 (2) of Attachment.

(b) Documents to be attached

It was determined that no documents to be attached shall be required (Article 234, paragraph (8) of Arrangement Act).

(c) Registration and License Tax

The amount of registration tax payable shall be 15,000JPY per application at its head office, and 6,000JPY at its branch office (Appended Table 1, No.25 (1)B and (2)A of Registration and License Tax Act).

4. Transitional Measures

The provisions related to the transitional measure pertaining to a special former specified purpose company shall be the same with respect to the ones for Registration by the Registrar's Own Authority (registration of the total number of specified equity issued etc. Article 233, paragraph (7) and (19) etc.), the ones for application for registration regarding a financial auditor (paragraph (8) to (10), and (21) of the same Article) and other matters in the transitional measures pertaining to a specified purpose company (See Part 8, 12).

Section 10. Registration of an Agricultural Cooperative etc.

1. Agricultural cooperatives and federation of agricultural cooperatives

(1) Means of public office

It was determined that means of public office for Agricultural cooperatives and federation of agricultural cooperatives (hereinafter collectively referred to as "Cooperatives" in Part 10.) shall be stipulated by law and Cooperatives must specify publication by posting on the notice board of their offices as their means of public notice by its articles of incorporation and beyond this, Cooperatives may specify any of the following matters in their articles of incorporation (main clause of Article 92, paragraph (1) and (2) of Agricultural Cooperatives Act (Act No. 132 of 1947; hereinafter referred to as "Agricultural Cooperatives Act".).

A. Means of publication in official gazette;

B. Publication in a daily newspaper that publishes information about current events;

C. Electronic public notice;

Provided, however, it was determined that Cooperatives conducting business pertaining to acceptance of savings or thrift savings of members of Cooperatives or facilities relating to mutual aid must specify either B or C by the articles of incorporation (proviso of Article 92, paragraph (2) of Agricultural Co-operative Act).

(2) Minutes of general meeting etc.

With respect to the minutes of an organizational meeting or a general meeting (including general meeting of representatives; hereinafter the same shall apply in Part 10.), legal obligation for the signature or the name or seal of chairman and directors attended and management committee members (see Article 47 and Article 58, paragraph (7) of the former Agricultural Co-operative Act, Article 244, paragraph (3) of the former Commercial Code) was abolished.

(3)Reduction in the amount of one unit of investment of contribution-based partnership

It was determined that, in case where the system to omit separate notices are created on procedures for protection of creditor in case where a contribution-based cooperative association (which refers to a cooperative that has members of Cooperatives or members make investment. See Article 10, paragraph (2) of Agricultural Co-operative Act) reduces the amount of one unit of investment, and in case where the public notice is given other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice pursuant to the provisions of the articles of incorporation, separate notices are not required to be given (Article 49, paragraph (3) of Agricultural Co-operative Act).

In this case, it is sufficient to attach the document evidencing that the public notice has been given by means mentioned above to the application for registration of change due to reduction in the amount of one unit of investment of (Article 88, paragraph (2) of Shinkin Bank Act).

(4)Preferred equity investment

It was determined that the provisions on preferred equity issued by Cooperatives conducting business pertaining to acceptance of savings or thrift savings of members of Cooperatives shall be the same with the ones of Shinkin Bank (Article 2, paragraph (1), item (vi) of Act on Preferred Equity Investment).

(5) Merger

A. Easing of requirements for simplified

It was determined that, regardless whether capitalized Cooperatives or not, in case where the total number of members of Cooperative extinguishing due to merger (excluding members of Cooperatives; the same shall apply hereinafter in A.) does not exceed one-fifth (in case where a lesser proportion is prescribed in the articles of incorporation of the Cooperative extinguishing after merger, such proportion) of the total number of the association surviving

after merger, and in case where the existing total amount of the stated capital of the Cooperative extinguishing after merger from the latest balance sheet does not exceed one-fifth of the existing total amount of the stated capital of the Cooperative surviving after merger from the latest balance sheet, it shall be sufficient to obtain resolution by a board of officers (in case of management committee members, management committee) in place of a general meeting, in the Cooperative surviving after merger (Article 65-2, paragraph (1) of Agricultural Co-operative Act); provided, however, that, in case public notice to the effect that one-sixth or more of the members of the Cooperative surviving after merger is opposed to the merger is made to the said association, the resolution of a general meeting may not be omitted (Article 65-2, paragraph (4) of Agricultural Co-operative Act).

B. Procedures for protection of creditors

The procedures for protection of creditors that a capitalized Cooperative that effects a merger must perform upon merger shall be the same with the ones for reduction in the amount of one unit of investment after amendment (see (3)) (Article 65, paragraph (4), Article 49, paragraph (3) of Agricultural Co-operative Act).

(6)Succession of rights and obligations of federations of agricultural cooperatives

While the cooperative that is a member of a federation of agricultural cooperatives with only one member may succeed the rights and obligations of the said federation of agricultural cooperatives, the procedures for protection of creditors that the party as a capitalized Cooperative in such case shall be the same with the ones for merger (see (5) B) (Article 70, paragraph (2) and Article 65, paragraph (4) of Agricultural Co-operative Act).

2. Invested agricultural cooperative

The following matters shall be the same with the ones for the Cooperatives:

(1)Means of public notice (Article 92 of Agricultural Co-operative Act. See 1 (1) except for the part of proviso.);

(2) Minutes of general meeting etc. (Article 73, paragraph (2) of the former Agricultural Co-operative Act, and Article 244, paragraph (3) of the former Commercial Code. See 1 (2) except for the part pertaining to an organizational meeting and management committee member; provided, however, the minutes of a general meeting in case of appointment of the officials of an invested agricultural cooperative by resolution of the said general meeting, as before amendment, the name or seal of chairman and directors attended may be required (Article 7 of the Corporate Registration Regulations, Article 61, paragraph (4), item (i) of Commercial Registration Regulations);

(3)Reduction in the amount of one unit of investment of capitalized invested agricultural cooperative (Article 73, paragraph (2) and Article 49, paragraph (3) of Agricultural Co-operative Act. See 1 (3).)

(4)Procedures for protection of creditor in case of merger (Article 73, paragraph (4) and Article 65,

paragraph (4) of Agricultural Co-operative Act. See 1 (5).)

Additionally, the Reorganization of capitalized invested agricultural cooperative shall be as mentioned in Part 3, Section 7.

3. The Central Union of Agricultural Co-operatives

It was determined that means of public notice and minutes of general meeting etc. of The Central Union of Agricultural Co-operatives shall be the same with the ones for invested agricultural cooperative (See 2).

4. Transitional measures

Transitional measures on preferred equity shall be the same with the ones for Shinkin Bank Article 214 of Arrangement Act. See Part 5, 7).

Besides, it was determined that the provisions then in force shall remain applicable to the following acts excluding the matters to be registered for such registration, and also to the procedures the documents to be attached thereto and other registration in such case (Article 350, paragraph (6), (7), (11), (12) and (27)).

(1) Reduction in the amount of one unit of investment of Cooperatives or invested agricultural cooperative that requires a resolution by a general meeting in case where procedures for calling the said general meeting are commenced before the Effective Date;

(2) Merger of Cooperatives or invested agricultural cooperative that requires a resolution in case where procedures for calling a general meeting are commenced before the Effective Date (excluding the cases of simplified merger of (3));

(3) Merger of Cooperatives or invested agricultural cooperative that effects without resolution by a general meeting and for which merger agreement is prepared before the Effective Date;

(4) Succession of rights and obligations of federations of agricultural cooperatives that requires a resolution by a general meeting in case where procedures for calling the said general meeting are commenced before the Effective Date;

(5) Other than the above-mentioned, the matters resolved by a general meeting, in case where procedures for calling the said general meeting are commenced before the Effective Date.

Section 11. Registration of Fisheries Cooperative Association

1. Fishery cooperatives

(1) Means of public notice

It was determined that means of public office for a fishery cooperative (hereinafter referred to as "Cooperative" in Part 10.) shall be stipulated by law and a Cooperative must specify publication by posting on the notice board of their offices as their means of public notice by its articles of incorporation and beyond this, a Cooperative may specify any of the following matters in their articles of incorporation (main clause of Article 121, paragraph (1) and (2) of Fisheries Cooperatives Act (Act No. 142 of 1948; hereinafter referred to as "Fisheries Cooperatives Act".).

A. A. Means of publication in official gazette;

B. Publication in a daily newspaper that publishes information about current events;

C. Electronic public notice;

Provided, however, it was determined that Cooperatives conducting business pertaining to acceptance of savings or thrift savings of members of Cooperatives or facilities relating to mutual aid must specify either B or C by the articles of incorporation (proviso of Article 92, paragraph (2) of Agricultural Co-operative Act).

(2) Minutes of general meeting etc.

With respect to the minutes of an organizational meeting or a general meeting (including general meeting of representatives; hereinafter the same shall apply in 11 excluding fisheries cooperative associations.), legal obligation for the signature or the name or seal of chairman and directors attended and management committee members (see Article 51 and Article 62, paragraph (6) of the former Fisheries Cooperatives Act, Article 244, paragraph (3) of the former Commercial Code) was abolished.

(3) Reduction in the amount of one unit of investment of capitalized Cooperative

It was determined that, in case where the system to omit separate notices is created on procedures for protection of creditor in case where an investment cooperative association (which refers to a cooperative that has members of Cooperatives make investment. See Article 19, paragraph (2) of Fisheries Cooperative Act) reduces the amount of one unit of investment, and in case where the public notice is given other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice pursuant to the provisions of the articles of incorporation, separate notices are not required to be given (Article 53, paragraph (3) of Fisheries Cooperatives Act).

In this case, it is sufficient to attach the document evidencing that the public notice has been given by means mentioned above to the application for registration of change due to reduction in the amount of one unit of investment of capitalized Cooperatives (Article 116, paragraph (2) and Article 115, paragraph (3) of Fisheries Cooperatives Act).

(4) Preferred equity investment

It was determined that the provisions on preferred equity issued by Cooperatives conducting business of acceptance of savings or thrift savings of members of Cooperatives shall be the same with the ones of Shinkin Bank (Article 2, paragraph (1), item (vi) of Act on Preferred Equity Investment. See Part 5, 5.).

(5) Merger

A. Creation of system for simplified merger

It was determined that, regardless whether investment cooperative association or not, in case where the total number of members of an association extinguishing due to merger (excluding associate members; the same shall apply hereinafter in A.) does not exceed one-fifth (in case where a lesser proportion is prescribed in the articles of incorporation of the association extinguishing after merger, such proportion) of the total number of the

association surviving in an absorption-type merger, and in case where the existing total amount of the stated capital of the association extinguishing after merger from the latest balance sheet does not exceed one-fifth of the existing total amount of the stated capital of the association surviving after merger from the latest balance sheet, it shall be sufficient to obtain resolution by a board of officers (in case of management committee members, management committee) in place of a general meeting, in the association surviving after merger (Article 69-2, paragraph (1) of Fisheries Cooperative Act); provided, however, that, in case public notice to the effect that one-sixth or more of the members of the association surviving after merger (excluding associate members) is opposed to the merger is made to the said association, the resolution of a general meeting may not be omitted (Article 69-2, paragraph (4) of Fisheries Cooperative Act).

B. Procedures for protection of creditors

The procedures for protection of creditors that a capitalized Cooperative that effects a merger must perform upon merger shall be the same with the ones for reduction in the amount of one unit of investment after amendment (see (3)) (Article 69, paragraph (3), Article 53, paragraph (3) of Fisheries Cooperatives Act).

(6)Succession of rights and obligations of federation of fishery cooperatives

While the cooperative that is a member of a federation of fishery cooperatives with only one member may succeed the rights and obligations of the said federation of fishery cooperatives, the procedures for protection of creditors that the party as an investment cooperative association in such case shall be the same with the ones for merger (see (5) B) (Article 91-3, paragraph (2) and Article 69, paragraph (4) of Fisheries Cooperatives Act).

2. Fisheries cooperative association

It was determined that the following matters shall be the same with the ones for fishery cooperatives:

(1) Means of public notice (Article 121 of Fisheries Cooperatives Act. See 1 (1) except for the part of proviso);

(2) Minutes of general meeting etc. (Article 86, paragraph (2) and (4) of the former Fisheries Cooperatives Act, and Article 244, paragraph (3) of the former Commercial Code. See 1 (2) except for the part pertaining to a management committee member); provided, however, the minutes of a general meeting in case of appointment of the officials of an fishery productive association by resolution of the said general meeting, as before amendment, the name or seal of chairman and directors attended may be required (Article 7 of the Corporate Registration Regulations, Article 61, paragraph (4), item (i) of Commercial Registration Regulations);

(3) Reduction in the amount of one unit of investment of capitalized Cooperative (Article 86, paragraph (2) and Article 53, paragraph (3) of Fisheries Cooperatives Act. See 1 (3).)

(4)Procedures for protection of creditor in case of merger (Article 86, paragraph (4) and Article 69, paragraph (4) of Fisheries Cooperatives Act. See (5) B).

(5)Succession of rights and obligations of federation of fishery cooperatives (Article 91-3 of

Fisheries Cooperatives Act. See 1 (6)).

3. Federations of fisheries cooperatives

All of the following matters shall be the same with the ones for a fisheries cooperative association:

(1) Means of public notice (Article 121 Fisheries Cooperatives Act. See 1 (1));

(2) Minutes of general meeting etc. (Article 92, paragraph (3) and (4), Article 62, paragraph (6) and Article 51 of the former Fisheries Cooperatives Act, and Article 244, paragraph (3) of the former Commercial Code. See 1 (2));

(3) Reduction in the amount of one unit of investment of capitalized Cooperative (Article 92, paragraph (3) and Article 53, paragraph (3) of Fisheries Cooperatives Act. See 1 (3).);

(4) Preferred equity investment (Article 2, paragraph (1), item (vii) of Act on Preferred Equity Investment. See 1 (4));

It was determined that the provisions on preferred equity issued by Cooperatives conducting business of acceptance of savings or thrift savings of affiliates shall be the same with the ones of a fisheries cooperative association (Article 2, paragraph (1), item (vi) of Act on Preferred Equity Investment).

(5) Merger (Article 92, paragraph (5), Article 69, paragraph (4) and Article 69-2 of Fisheries Cooperatives Act. See 1 (5))

With respect to simplified merger of federations of fisheries cooperative associations, the requirements of Article 22, paragraph (1) of the former Act on Special Measures for Promotion of Organizational Reconstructing of Financial Institutions were eased;

(6)Succession of rights and obligations of federations of fisheries cooperative associations (Article 91-3 of Fisheries Cooperatives Act. See 1 (6)).

4. Fishery processing cooperatives

It was determined that all of the following matters shall be the same with the ones for fishery cooperatives:

(1) Means of public notice (Article 121 of Fisheries Cooperatives Act. See 1 (1));

(2) Minutes of general meeting etc. (Article 96, paragraph (3) and (4), Article 62, paragraph (6) and Article 51 of the former Fisheries Cooperatives Act, and Article 244, paragraph (3) of the former Commercial Code. See 1 (2) except for the part pertaining to a management committee member);

(3) Reduction in the amount of one unit of investment of capitalized Cooperative (Article 96, paragraph (3) and Article 53, paragraph (3) of Fisheries Cooperatives Act. See 1 (3).);

(4) Preferred equity investment (Article 2, paragraph (1), item (vii) of Act on Preferred Equity Investment. See 1 (4));

It was determined that the provisions on preferred equity issued by fishery processing cooperatives conducting business of acceptance of savings or thrift savings of members of Cooperatives shall be the same with the ones of fisheries cooperative associations.

(5) Merger (Article 96, paragraph (5), Article 69, paragraph (4) and Article 69-2 of Fisheries Cooperatives Act. See 1 (5));

(6)Succession of rights and obligations of federations of fisheries processing cooperatives (Article

100, paragraph (5) and Article 91-3 of Fisheries Cooperatives Act. See 1 (6)).

5. Federations of fishery processing cooperatives

It was determined that all of the following matters shall be the same with the ones for fishery cooperatives:

(1) Means of public notice (Article 121 of Fisheries Cooperatives Act. See 1 (1));

(2) Minutes of general meeting etc. (Article 100, paragraph (3) and (4), Article 62, paragraph (6) and Article 51 of the former Fisheries Cooperatives Act, and Article 244, paragraph (3) of the former Commercial Code. See 1 (2) except for the part pertaining to a management committee member);

(3) Reduction in the amount of one unit of investment of capitalized Cooperative (Article 100, paragraph (3) and Article 53, paragraph (3) of Fisheries Cooperatives Act. See 1 (3).);

(4) Preferred equity investment (Article 2, paragraph (1), item (vii) of Act on Preferred Equity Investment. See 1 (4));

It was determined that the provisions on preferred equity issued by federations of fishery processing cooperatives conducting business of acceptance of savings or thrift savings of affiliates shall be the same with the ones of a fisheries cooperative association.

(5) Merger (Article 100, paragraph (5), Article 69, paragraph (4) and Article 69-2 of Fisheries Cooperatives Act. See 1 (5));

With respect to simplified merger of federations of fisheries processing cooperatives, the requirements of Article 22, paragraph (1) of the former Act on Special Measures for Promotion of Organizational Reconstructing of Financial Institutions were eased;

(6) Succession of rights and obligations of federations of fisheries processing cooperatives (Article 100, paragraph (5) and Article 91-3 of Fisheries Cooperatives Act. See 1 (6)).

6. Federation of mutual aid fisheries cooperatives

It was determined that the following matters shall be the same with the ones for fishery cooperatives:

(1) Means of public notice (Article 121 Fisheries Cooperatives Act. See 1 (1) except for the part of proviso);

(2) Minutes of general meeting etc. (Article 100-6, paragraph (3) and (4), Article 62, paragraph 6) and Article 51 of the former Fisheries Cooperatives Act, and Article 244, paragraph (3) of the former Commercial Code. See 1 (2)).

(3) Reduction in the amount of one unit of investment of capitalized Cooperative (Article 100-6, paragraph (3) and Article 53, paragraph (3) of Fisheries Cooperatives Act. See 1 (3).);

(4) Merger (Article 100-6, paragraph (5), Article 69, paragraph (4) and Article 69-2 of Fisheries Cooperatives Act).

7. Transitional Measures

Transitional measures on preferred equity shall be the same with the ones for Shinkin Bank Article 214 of Arrangement Act. See Part 5, 7).

Besides, it was determined that the provisions then in force shall remain applicable to the

following acts excluding the matters to be registered for such registration, and also to the procedures the documents to be attached thereto and other registration in such case (Article 354, paragraph (6), (8), (12), (13) and (26)).

(1) Reduction in the amount of one unit of investment of fisheries cooperatives that requires a resolution of a general meeting in case where procedures for calling the said general meeting are commenced before the Effective Date;

(2) Merger of fisheries cooperatives that requires a resolution of a general meeting in case where procedures for calling the said general meeting are commenced before the Effective Date;

(3) Succession of rights and obligations of federations of fishery cooperatives and federations of fisheries processing cooperatives that requires a resolution of a general meeting in case where procedures for calling the said general meeting are commenced before the Effective Date

(4) Other than the above-mentioned, the matters resolved by a general meeting in case where procedures for calling the said general meeting are commenced before the Effective Date

Section 12. Registration of a Fishery Credit Fund Association

1. Registration of means of public notice

It was also determined that the provisions of means of public notice shall be the matters to be registered for Fisheries Credit Foundations Association (Appended Table 1 of Order for Registration of Associations etc.)

2. Merger

It was determined that, in case where the system to omit separate notices are created on procedures for protection of creditor in case of merger of Fisheries Credit Foundations Association, and in case where the public notice is given other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice pursuant to the provisions of the articles of incorporation, separate notices are not required to be given (Article 55, paragraph (4) of Act on Loan Security for Small and Medium Sized Industry).

In this case, it is sufficient to attach the document evidencing that the public notice has been given by means mentioned above to the application of registration of change or incorporation due to merger in place of the document evidencing that the public notice or notice has been given (Article 19, paragraph (3) and Article 20 of Association Registration Order).

3. Transitional Measures (Application for registration of means of public notice)

A. Registration period

(1)Registration period

It was determined that Registration of Fisheries Credit Foundations Association in existence on the Effective Date must register its means of public notice within six months(in case where

the time to file the first registration is earlier, by such time) (Article 11, paragraph (7) to (9) of Development Ordinance Related to the Ministry of Justice).

(2) Documents to be attached

It was determined that the articles of incorporation must be attached to the application of registration (Article 11, paragraph (11) of Development Ordinance Related to the Ministry of Justice).

Section 13. Registration of Agriculture Credit Fund Association

Amendment on registration of Agriculture Credit Foundations shall be the same as Shinkin Bank etc. (Article 48-3, paragraph (4) of Agricultural Credit Guarantee Insurance Act (Act No. 204 of 1961), Appended Table 1 of Order for Registration of Associations etc., Article 11, paragraph (7) to (11) of Development Ordinance Related to the Ministry of Justice).

Section14. Registration of Forestry cooperatives

1. Forestry cooperatives

(1) Means of public notice

It was determined that means of public office for a forestry cooperative (hereinafter referred to as "Cooperative" in Part 1.) shall be stipulated by law and a Cooperative must specify publication by posting on the notice board of their offices as their means of public notice by its articles of incorporation and beyond this, a Cooperative may specify any of the following matters in their articles of incorporation (Article 8-2, paragraph (1) and (2) of Forestry Cooperative Act (Act No. 36 of 1978).

A. Means of publication in official gazette;

B. Publication in a daily newspaper that publishes information about current events; and

C. Electronic public notice;

(2) Minutes of general meeting etc.

With respect to the minutes of an organizational meeting or a general meeting (including general meeting of representatives; hereinafter the same shall apply in 14 excluding forest cooperative associations.), legal obligation for the signature or the name or seal of chairman and directors attended and management committee members (see Article 64 and Article 77, paragraph (8) of the former Forestry Cooperative Act, Article 244, paragraph (3) of the former Commercial Code) was abolished.

(3) Reduction in the amount of one unit of investment of capitalized Cooperative

It was determined that, in case where the system to omit separate notices is created on procedures for protection of creditor in case where an investment cooperative association (which refers to a cooperative that has members of Cooperatives make investment. See Article 9, paragraph (3) of Forestry Cooperative Act) reduces the amount of one unit of investment, and in case where the public notice is given other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice pursuant to the provisions of the articles of

incorporation, separate notices are not required to be given (Article 66, paragraph (3) of Forestry Cooperative Act).

In this case, it is sufficient to attach the document evidencing that the public notice has been given by means mentioned above to the application for registration of change due to reduction in the amount of one unit of investment of capitalized Cooperatives (Article 17, paragraph (3) of Association Registration Order).

(4) Merger

A. Creation of system for simplified merger

It was determined that, regardless whether investment cooperative association or not, in case where the total number of members of an association extinguishing due to merger (excluding associate members; the same shall apply hereinafter in A.) does not exceed one-fifth (in case where a lesser proportion is prescribed in the articles of incorporation of the association extinguishing after merger, such proportion) of the total number of the association surviving in an absorption-type merger, and in case where the existing total amount of the stated capital of the association extinguishing after merger from the latest balance sheet does not exceed one-fifth of the existing total amount of the stated capital of the association surviving after merger from the latest balance sheet, it shall be sufficient to obtain resolution by a board of officers in place of a general meeting, in the association surviving after merger (Article 84-2, paragraph (1) of Forestry Cooperative Act); provided, however, that, in case public notice to the effect that one-sixth or more of the members of the association surviving after merger (excluding associate members) is opposed to the merger is made to the said association, the resolution of a general meeting may not be omitted (Article 84-2, paragraph (4) of Forestry Cooperative Act).

B. Procedures for protection of creditors

The procedures for protection of creditors that a capitalized Cooperative that effects a merger must perform upon merger shall be the same with the ones for reduction in the amount of one unit of investment after amendment (see (3)) (Article 84, paragraph (4), Article 66, paragraph (3) of Forestry Cooperative Act, Article 19, paragraph (3) and Article 20 of Order for Registration of Associations etc.).

(5) Succession of rights and obligations of federations of forestry cooperatives

While the cooperative that is a member of a federation of forestry cooperatives with only one member may succeed the rights and obligations of the said federation of fishery cooperatives, the procedures for protection of creditors that the party as an investment cooperative association in such case shall be the same with the ones for merger (see (4) B) (Article 108-3, paragraph (2) and Article 84, paragraph (4) of Forestry Cooperative Act, Article 26, paragraph (3) and Article 19, paragraph (3) of).

2. Forestry productive associations

The following matters shall be the same with the ones for a forestry cooperative:

(1) Means of public notice (Article 8-2 of Forestry Cooperative Act. See 1 (1));

(2) Minutes of general meeting etc. (Article 100, paragraph (2) and (3) of the former Forestry Cooperative Act, and Article 244, paragraph (3) of the former Commercial Code. See 1 (2)); provided, however, the minutes of a general meeting in case of appointment of the officials of a forestry productive association by resolution of the said general meeting, as before amendment, the name or seal of chairman and directors attended may be required (Article 7 of the Corporate Registration Regulations, Article 61, paragraph (4), item (i) of Commercial Registration Regulations);

(3) Reduction in the amount of one unit of investment of capitalized Cooperative (Article 100, paragraph (2) and Article 66, paragraph (3) of Forestry Cooperative Act. See 1 (3).)

(4) Procedures for protection of creditor in case of merge (Article 100, paragraph (4) and Article 84, paragraph (4) of Forestry Cooperative Act. See 1 (4) B).

3. Federation of forestry cooperatives

All of the following matters shall be the same with the ones for a forestry cooperative:

(1) Means of public notice (Article 8-2 of Forestry Cooperative Act. See 1 (1));

(2) Minutes of general meeting etc. (Article 109, paragraph (3) and (4), Article 64 and Article 77, paragraph (8) of the former Forestry Cooperative Act, and Article 244, paragraph (3) of the former Commercial Code. See 1 (2));

(3) Reduction in the amount of one unit of investment of capitalized Cooperative (Article 109, paragraph (3) and Article 66, paragraph (3) of Forestry Cooperative Act. See 1 (3).);

(4) Merger (Article 109, paragraph (5), Article 84, paragraph (4) and Article 84-2 of Forestry Cooperative Act. See 1 (4));

Succession of rights and obligations of federations of forestry cooperatives (Article 108-3 of Forestry Cooperative Act. See 1 (5)).

4. Transitional Measures

It was determined that the provisions then in force shall remain applicable to the following acts excluding the matters to be registered for such registration, and also to the procedures the documents to be attached thereto and other registration in such case (Article 381, paragraph (5), (6), (8) and (9) of Arrangement Act, Article 11, paragraph (6) of Development Ordinance Related to the Ministry of Justice).

(1) Reduction in the amount of one unit of investment of forestry cooperatives, forestry productive associations or federations of forestry cooperatives that require resolution by a general meeting in case where procedures for calling the said general meeting are commenced before the Effective Date;

(2) Merger of forestry cooperatives, forestry productive associations or federations of forestry cooperatives that require resolution by a general meeting in case where procedures for calling the said general meeting are commenced before the Effective Date;

(3) Succession of rights and obligations of forestry cooperatives, forestry productive associations or federations of forestry cooperatives that requires a resolution of a general meeting in case where procedures for calling the said general meeting are commenced before the Effective Date;

(4) Other than the above-mentioned, the matters resolved by a general meeting in case where procedures for calling the said general meeting are commenced before the Effective Date.

Section 15. Registration of The Norinchukin Bank

1. Means of public notice

It was determined that means of public office for The Norinchukin Bank shall be stipulated by law and a Cooperative must specify either publication in a daily newspaper that publishes information about current affairs or electronic public notice as their means of public notice by its articles of incorporation (Article 96-2 of the Norinchukin Bank Act (Act No. 93 of 2001)).

Additionally, it was also determined that the provisions of means of public notice shall be the matters to be registered for the Norinchukin Bank (Appended Table 1 of Order for Registration of Associations etc.).

2. General meeting

With respect to the minutes of a general meeting (including general meeting of representatives; hereinafter the same shall apply in 15.), legal obligation for the signature or the name or seal of chairman and directors attended and management committee members (see Article 50 of the former Norinchukin Bank Act, Article 244, paragraph (3) of the former Commercial Code) was abolished.

3. Reduction in the amount of one unit of investment

It was determined that, in case where the system to omit separate notices is created on procedures for protection of creditor in case where the Norinchukin Bank reduces the amount of one unit of investment, and in case where the public notice is given other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice pursuant to the provisions of the articles of incorporation, separate notices are not required to be given (Article 52, paragraph (3) of the Norinchukin Bank Act).

In this case, it is sufficient to attach the document evidencing that the public notice has been given by means mentioned above to the application for registration of change due to reduction in the amount of one unit of investment of the Norinchukin Bank (Article 17, paragraph (3) of Association Registration Order).

4. Preferred equity investment

It was determined that the provisions on preferred equity issued by the Norinchukin Bank shall be the same with the ones of Shinkin Bank (Article 2, paragraph (1), item (vi) of Act on Preferred Equity Investment); provided, however, as the matters to be register at the location of secondary office of the Norinchukin Bank has not been simplified, it is also required to file registration on

preferred equity investment at the location of its secondary office (Article 11, paragraph (5) of Order for Enforcement of Act on Preferred Equity Investment).

5. Merger

Merger of the Norinchukin Bank and credit federation of agricultural and fisheries cooperatives shall be as mentioned in Section 2 of Part 3.

6.Transitional Measures

(1) Application for registration of means of public notice

A. Registration period

It was determined that the Norinchukin Bank must register its means of public notice within six months from the Effective Date (in case where the time to file the first registration is earlier, by such time) (Article 11, paragraph (7) to (9) of Development Ordinance Related to the Ministry of Justice).

B. Documents to be attached

It was determined that the articles of incorporation must be attached to the application of registration (Article 11, paragraph (11) of Development Ordinance Related to the Ministry of Justice).

(2)Transitional measures on preferred equity investment

Transitional measures on preferred equity shall be the same with the ones for Shinkin Bank Article 214 of Arrangement Act. See Part 5, 7).

(3)Others

It was determined that, in case where procedures for calling a general meeting are commenced before the Effective Date, the provision then in force shall remain applicable thereto, except for the matters to be registered of such registration, also to the procedures on the documents to be attached thereto and other registration in such case (Article 395, paragraph (5) of Arrangement Act, Article 11, paragraph (6) of Development Ordinance Related to the Ministry of Justice).

Section 16. Registration of Shoko Chukin Bank

The provisions on preferred equity issued by the Shoko Chukin Bank and the transitional measures related thereto shall be the same with the ones for the Shinkin Bank (See Section 5-5 and 7). (Article 2, paragraph (1), item (ii) of Act on Preferred Equity Investment, Article 214 of Arrangement Act).

Section 17. Registration of Small and Medium-Sized Enterprise Cooperative

1. Means of public notice

It was determined that the means of public office of Small and Medium-Sized Enterprise Cooperatives (hereinafter collectively referred to as “Cooperatives” in 17.) shall be stipulated by law and Small and Medium-Sized Enterprise Cooperatives must specify either publication in a daily newspaper that publishes information about current events or electronic public notice in addition to the means of posting the notice at the office of Cooperatives as their means of public notice by their articles of incorporation (Article 33, paragraph (4) of Small and Medium-Sized Enterprise

Cooperatives Act; hereinafter referred to as “Enterprise Cooperatives Act” in 17.).

2. Minutes of general meeting etc.

With respect to the minutes of an organizational meeting or general meeting (including general meeting of representatives; hereinafter the same shall apply in 17.), legal obligation for the signature or the name or seal of chairman and directors attended (see Article 247 paragraph (6), Article 54 of the former Enterprise Cooperatives Act, Article 244, paragraph (3) of the former Commercial Code) was abolished.

3. Establishment of system for omission of resolution by a board of directors etc.

It was determined that, as a system for omission of resolution of the board of officers or board of liquidators has been established based on the provisions of the articles of incorporation (Article 36-6, paragraph (4) and Article 69 of Enterprise Cooperatives Act), in this case, the minutes including the contents etc. of the matters that such resolution is deemed to have been made shall be prepared (Article 3-1, paragraph (4), item (i) of Regulations on the Enforcement of Enterprise Cooperatives Act (the Ordinance of the Ministry of Finance, Ministry of Health and Welfare, Ministry of International Trade and Industry, Ministry of Transport and Ministry of Construction No.1 of 1955)).

4. Reduction in the amount of one unit of investment

It is determined that, in case where the system to omit separate notices are created on procedures for protection of creditor in case of reduction in the amount of one unit of investment, and in case where the public notice is given other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice pursuant to the provisions of the articles of incorporation, separate notices are not required to be given (Article 56-2, paragraph (3) of Enterprise Cooperatives Act).

In this case, it is sufficient to attach the document evidencing that the public notice has been given by means mentioned above to the application for registration of change due to reduction in the amount of one unit of investment (Article 99, paragraph (2) of Enterprise Cooperatives Act).

5. Preferred equity investment

The provisions on preferred equity issued by credit cooperatives or federation of credit cooperatives (limited to the ones conducting business to accept savings or thrift savings of partners) shall be the same with the ones for Shinkin Banks (Article 2, paragraph (1), item (iii) of Act on Preferred Equity Investment. See Section 5-5).

6. Merger

(1) Procedures for merger

A. Parties concerned

A Cooperative may merge with another Cooperative (Article 63 of Enterprise Cooperatives Act).

Additionally, the provisions on merger of a credit cooperative and a bank or a Cooperative Structured Financial Institution of another type shall be as mentioned in Part 3. Section 1.

B. Merger agreement

It was determined that the following matters must be specified for merger agreements according to the classification listed as follows:

(a) Absorption-type merger (Article 63-2 of Enterprise Cooperatives Act)

a. The names and addresses of the parties concerned;

b. The district and the unit amount of contribution of the surviving cooperative (the unit amount of contribution only, in the case where the surviving cooperative is a joint enterprise cooperative);

c. Matters concerning the allocation of contribution to partner of the absorbed cooperative

d. When the amount of money to be paid to partner of the absorbed cooperative has been decided, such decision;

e. Effective Date

f. Other matters prescribed by Ordinance of the competent ministry

(b) Consolidation-Type Mergers (Article 63-3 of Enterprise Cooperatives Act)

a. The names and addresses of the parties concerned;

b. The activities, name, district, location of the principal office, and unit amount of contribution of the cooperative incorporated in the consolidation-type merger (excluding the district, in the case where the surviving cooperative is a joint enterprise cooperative);

c. Matters concerning the allocation of contribution to partners of the cooperatives extinguishing in the consolidation-type merger;

d. When the amount of money to be paid to partners of the cooperatives extinguishing in the consolidation-type merger is decided, the relevant decision; and

e. Other matters prescribed by Ordinance of the competent ministry.

C. Approval of merger agreements

(a) Absorption-type merger

A cooperative that effects absorption-type merger must have the merger agreement approved by a special resolution of its general meeting by the day before the Effective Date (Article 63-4, paragraph (3), main clause of Article 63-5, paragraph (3) and Article 53, item (ii) of Enterprise Cooperatives Act); provided, however, that, it was determined that, in case where the corporation subject to simplified merger and the requirements there of are eased (see Article 17 of Act on Special Measures for Promotion of Organizational Reconstructing of Financial Institutions), in case where the total number of the partners of the Cooperative extinguished in an absorbed merger does not exceed one-fifth of the total number of the Cooperative survived in an absorption-type merger, and in case where the existing total amount of the stated capital of the Cooperative extinguished in an absorption-type merger from the latest balance sheet does not exceed one-fifth of the existing total amount of the stated capital of the Cooperative survived in an absorption-

type merger from the latest balance sheet, resolution by the general meeting of the Cooperative survived in an absorption-type merger shall not be required (proviso of Article 63-5, paragraph (3) of Enterprise Cooperatives Act).

Additionally, in case public notice to the effect that one-sixth or more of the partners of the Cooperative survived in an absorption-type merger is opposed to the merger is made to the said Cooperative survived in an absorption-type merger, the resolution of a general meeting may not be omitted (Article 61-3, paragraph (5) of Shinkin Bank Act).

(b) Consolidation-Type Mergers

A cooperative that effects consolidation-type merger must have the merger agreement approved by a special resolution of its general meeting (Article 63-6, paragraph (4) and Article 53, item (ii) of Enterprise Cooperatives Act);

D. Procedures for cooperatives incorporated in a consolidation-type merger

In order to incorporate a cooperative through a merger, organizing committee members whom the respective cooperatives have appointed from among their partners at the general assembly must jointly prepare the articles of incorporation, appoint officers and carry out any other necessary acts for the incorporation and a board of directors must elect a representative director (Article 64, paragraph (2) and (4) and Article 36-8, paragraph (1) of Enterprise Cooperatives Act).

Additionally, the terms of office of an officer and auditor expires on the date of the first general meeting after merger (Article 64, paragraph (3) of Enterprise Cooperatives Act).

E. Procedures for protection of creditor

The procedures for protection of creditors that a Cooperative that effects a merger must perform upon merger shall be the same with the ones for reduction in the amount of one unit of investment after amendment (See 4) (Article 63-4, paragraph (4), Article 63-5, paragraph (6) and Article 63-6, paragraph (4) of Enterprise Cooperatives Act).

F. Effectuation of merger

It was determined that an absorption-type merger shall come into effect not on the date of registration but on the effective date or the date on which it obtains the approval of an administrative authority (Article 65, paragraph (1) of Enterprise Cooperatives Act).

A consolidation-type merger shall come into effect on the date of registration as before amendment (Article 65, paragraph (2) of Enterprise Cooperatives Act).

(2)Procedures for Registration of Merger

A. Registration of change due to an absorption-type merger

The following documents must be attached to the application for registration of change due to an absorption-type merger at the location of its principal office (Article 102 of Enterprise Cooperatives Act):

(a) A written permission issued by an administrative authority or a transcript of this certified by such authority (Article 66 and Article 103 of Enterprise Cooperatives, Act Article 19 of the Commercial Registration Act);

(b) A document evidencing change of the matters to be registered;

Specifically, the following documents shall be included in this:

a. A written absorption-type merger agreement

b. Minutes of a general meeting of the Cooperative survived in an absorption-type merger (in case of simplified merger, documents evidencing of meeting requirements for minutes of a board of officers and simplified merger);

c. A document evidencing the total number of units of contributions of a Cooperative surviving an absorption-type merger and change of the total amount of contribution already paid;

d. Minutes of a general meeting of a Cooperative extinguished in an absorption-type merger.

(c)A document on procedures for protection of creditors in a Corporative survived in an

(d) A certificate of the matters registered of a Corporative extinguished in an absorption-type merger

B. A registration of incorporation due to consolidation-type merger

The following documents must be attached to the application for registration of change due to consolidation-type merger at the location of its principal office (Article 102-2 of Enterprise Cooperative Act).

(a)A written permission issued by an administrative authority or a transcript of this certified by such authority (Article 66 and Article 103 of Enterprise Cooperatives, Act Article 19 of the Commercial Registration Act);

(b)The following documents on the cooperative incorporated in the consolidation-type merger:

a. Articles of incorporation;

b. A document evidencing the qualification of the person who has the authority of representation;

Specifically, this includes the document on appointment of officers by organizing committee, the minutes of a board of officers and a written consent to assume office of the representative officer.

c. A document evidencing the total number of units of contribution, and that payments therefor have been made;

(c)The following documents on procedures on the cooperatives extinguishing in the consolidation-type merger:

a. Certificate of the matters to be registered of the cooperatives extinguishing in the consolidation-type merger; and

b. A document on procedures for protection of creditors.

Additionally, a written consolidation-type merger agreement and the minutes of a general meeting shall be attached to the application of the said registration.

7. Reorganization

Additionally, the Reorganization of a business cooperative or a joint enterprise cooperative to a

stock company shall be as mentioned in Part 3, Section 8.

8. Transitional Measures

Transitional measures on preferred equity shall be the same with the ones for Shinkin Bank Article 214 of Arrangement Act. See Part 5, 7).

Besides, it was determined that the provisions then in force shall remain applicable to the following acts excluding the matters to be registered for such registration, and also to the procedures the documents to be attached thereto and other registration in such case (Article 397, paragraph (2), (6) and (20) of Arrangement Act).

(1) Reduction in the amount of one unit of investment in case where procedures for calling a general meeting are commenced before the Effective Date

Merger of the Cooperatives in case where merger agreement is concluded before the Effective Date

Section 18. Registration of a Corporation to Which the Provisions of Small and Medium-Sized Enterprise Cooperatives Act are applied mutatis mutandis

1. Export fisheries cooperatives

The provisions on export fisheries cooperatives shall be the same with the ones for Small and Medium-Sized Enterprise Cooperatives (see Section 17) excluding the parts on preferred equity and Reorganization (Article 20 of Export Fisheries Promotion Act (Act No. 154 of 1954).

2. Exporter associations and importer associations

(1) Transition to non-investment cooperative association

It was determined that, in case where the system to omit separate notices are created on procedures for protection of creditor in case where A Contribution-based Exporters Partnership changes into a Non-Contribution-based Exporters Partnership by modifying the articles of incorporation or A Contribution-based Importers Partnership changes into a Non-Contribution-based Importers Partnership by modifying the articles of incorporation and in case where the public notice is given other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice pursuant to the provisions of the articles of incorporation, separate notices are not required to be given (Article 17, paragraph (2) and Article 19-6 of Export and Import Transaction Act (Act No. 299 of 1952).

(2) Others

It was determined that the provisions on Importers Partnership or Exporters Partnership shall be the same with the ones for 1 (Article 15, paragraph (3), Article 19 and Article 19-6 of Export and Import Transaction Act, Article 406 of Arrangement Act); provided, however, it was determined that amendment on procedures for reduction in the amount of one unit of investment, and procedures and procedures for protection of creditor for simplified merger in case of merger shall be applicable only to Contribution-based Exporters Partnership and Contribution-based Importers Partnership (Article 19, paragraph (2) and Article 19-6 of Export and Import Transaction Act).

3. Cooperative associations, commercial and industrial cooperatives, federations of commercial and

industrial cooperatives

(1) Cooperative associations

It was determined that the provisions on cooperative associations shall be the same with the ones for 1 (Article 5-23 of Act on the Organization of Small and Medium-sized Enterprise Association (Act No. 185 of 1957; hereinafter referred to as "Enterprise Association Act".), Article 424 of Arrangement Act).

Additionally, the provisions of Reorganization of a cooperative association to a stock company shall be as mentioned in Part 3, Section 8.

(2) Commercial and industrial cooperatives, federations of commercial and industrial cooperatives

A. Transition to non-contribution-based partnership

It was determined that, in case where the system to omit separate notices are created on procedures for protection of creditor in case where a Contribution-based Partnership changes into a Non-Contribution-based Partnership by modifying the articles of incorporation and in case where the public notice is given other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice pursuant to the provisions of the articles of incorporation, separate notices are not required to be given (Article 46, paragraph (3) of Enterprise Association Act).

B. Others

It was determined that the provisions on Commercial and industrial cooperatives, federations of commercial and industrial cooperatives shall be the same with the ones for 1 (Article 47 of Enterprise Association Act, Article 414 of Arrangement Act); provided, however, that amendment on reduction in the amount of one unit of investment in case of procedures for reduction in the amount of one unit of investment and merger shall be applicable only to contribution-based partnership (Article 47, paragraph (2) and (3) of Enterprise Association Act).

4. Research Association for Mining and Manufacturing Technology

It was determined that, the provisions on research association for mining and manufacturing technology shall be the same with the ones for Small and Medium-Sized Enterprise Cooperatives (see Section 17), except for the parts on reduction in the amount of one unit of investment, preferred equity investment, simplified merger and procedures for protection of creditors and Reorganization (Article 9, paragraph (4), Article 16 of Act on Research and Development Partnership concerning Mining and Manufacturing Technology (Act No. 81 of 1961, Article 418 of Arrangement Act).

Section 19. Registration of Financial Futures Membership Corporation

1. Means of public notice

It was determined that a Financial Futures Membership Corporation may specify any of publication in the official gazette, publication in a daily newspaper that publishes information about current events or electronic public notice in addition to the means of posting the notice at the office of Cooperatives as their means of public notice by their articles of incorporation (Article 11, paragraph (6) of Commodity Exchange Act (Act No. 239 of 1950)).

2. Minutes of a general meeting

With respect to the minutes of an organizational meeting or a general meeting of members, legal obligation for the signature or the name or seal of chairman and directors attended (see Article 13, paragraph (6) and Article 63 of the former Commodity Exchange Act, Article 244, paragraph (3) of the former Commercial Code) was abolished; provided, however, with respect to the minutes of a general meeting of members in case where the president is appointed by resolution of the said general meeting of members, the name or seal of chairman and directors attended may be required (Article 7 of the Corporate Registration Regulations, Article 61, paragraph (4), item (i) of Commercial Registration Regulations).

3. Registration of the provisions on the scope and restriction on the representation power

It was determined that the provisions on the scope and restriction on the representation power will be no longer the matters to be registered and no limitation on the authority of representation may be asserted against a third party without knowledge of such limitation (Article 20, paragraph (2), item (viii) of the former Commodity Exchange Act, Article 58 of the Commodity Exchange Act, and Article 349, paragraph (5) of the Companies Act).

It was determined that it was determined that a registrar must, ex officio, cancel the registration of the provisions on the scope or restriction on the representation power of the representative of Financial Futures Membership Corporation in existence on the Effective Date (Article 7, paragraph (1), item (vii) of Supplementary Provisions of Amendment Ordinance. See the Ministry of Justice, the Civil Affairs Bureau, the Commercial Affairs Division No. 103 as of January 19, 2006, notification by the Director-General of the Civil Affairs Bureau).

4. Merger

(1) Procedures for merger

A. Parties concerned

A Financial Futures Membership Corporation may merge with another Financial Futures Membership Corporation as before amendment, and in such case, a commodity exchange survived in an absorption-type merger or a commodity exchange incorporated in a consolidation-type merger must be a Financial Futures Membership Corporation (Article 139 of Commodity Exchange Act).

Additionally, the provisions of merger of a member commodity and incorporated commodity exchange shall be as mentioned in Part 3, Section 5.

B. Creation and approval of merger contract

It was determined that a Financial Futures Membership Corporation must, in order to merge with another Financial Futures Membership Corporation, specify the following matters for merger contracts according to the classification listed as follows and obtain a special resolution by its general meeting of members (Article 144, paragraph (4), Article 144-2, paragraph (2), Article 144-3, paragraph (4) and Article 61 of Commodity Exchange Act)

(a) Absorption-type merger (Article 140 of Commodity Exchange Act).

a. The names and addresses of the parties concerned; and

b. Effective Date and other matters prescribed by Ordinance of the competent ministry

(b) Consolidation-type merger

a. The names and addresses of the parties concerned;

b. The purpose, name and the location of the principal office of a Financial Futures Membership Corporation Established by a Consolidation-Type Merger

c. In addition to the matters listed in b, matters specified by the articles of incorporation of the Financial Futures Membership Corporation Established by a Consolidation-Type Merger

d. The names of the persons becoming the president, officers and auditors at the time of the establishment of the Financial Futures Membership Corporation Established by a Consolidation-Type Merger.

C. Procedures for protection of creditors

The procedures for protection of creditors that the Financial Futures Membership Corporation must perform upon merger shall be the same with the case of merger between stock companies (Article 789 etc. of the Companies Act) (Article 144, paragraph (5), Article 144-2, paragraph (3) and Article 144-3, paragraph (5) of Commodity Exchange Act).

D. Effectuation of merger

It was determined that an absorption-type merger becomes effective not on the date of registration but on the later of the Effective Date or the day of the obtainment of the approval of the competent minister (Article 148, paragraph (1) of Commodity Exchange Act).

Consolidation-type merger shall come into effect on the date of registration as before amendment (Article 148, paragraph (3) of Commodity Exchange Act).

E. The amount of contribution after a merger

The amounts of contribution after a merger and other matters concerning the accounting shall be pursuant to the provisions of Article 60-5 to Article 60-12 of Regulations on the Enforcement of Commodity Exchange Act (Ordinance of Ministry of Agriculture, Forestry and Fisheries and Ministry of Economy, Trade and Industry No. 3 of 2005) (Article 154, paragraph (2) of Commodity Exchange Act).

(2)Procedures for Registration of Merger

A. Registration of change due to an absorption-type merger

The following documents must be attached to the application for registration of change consolidation-type merger at the location of its principal office (Article 152, paragraph (1) of Commodity Exchange Act, Article 80 of the Commercial Registration Act, Article 9-3 of Enforcement Order on Commodity Exchange Act (Cabinet Order No. 280 of 1950)).

(a) A written permission issued by a government office or a transcript of this certified by the agency or office (Article 29 of Commodity Exchange Act, Article 19 of the Commercial Registration Act)

(b) A written absorption-type merger agreement

(c)The following documents on procedures on Financial Futures Membership Corporation Surviving an Absorption-Type Merger

a. Minutes of a general meeting of members concerning a merger:

b. A document on procedures for protection of creditors; and

c. A document evidencing that the amount of contribution is recorded pursuant to the provisions of Article 154, paragraph (2) of Commodity Exchange Act;

(e)The following documents on procedures on Financial Futures Membership Corporation Extinguishing in an Absorption-Type Merger

a. A certificate of the matters registered of Financial Futures Membership Corporation Extinguishing in an Absorption-Type Merger

b. Minutes of a general meeting of members concerning a merger

c. A document on procedures for protection of creditors

B. A registration of incorporation due to consolidation-type merger

The following documents must be attached to the application for registration of change consolidation-type merger at the location of its head office (Article 152, paragraph (1) of Commodity Exchange Act, Article 81 of the Commercial Registration Act, Article 9-3 of Enforcement Order on Commodity Exchange Act).

(a) A permit issued by a government office or a transcript of this certified by the agency or office (Article 29 of Commodity Exchange Act, Article 19 of the Commercial Registration Act);

(b) A written consolidation-type merger agreement;

(c) The following documents on Financial Futures Membership Corporation Established by a Consolidation-Type Merger:

a. Articles of incorporation;

b. A document evidencing the qualification of the person who has the authority of representation;

Specifically, this includes the written consent to assume office of a person to be the president upon incorporation specified by consolidation-type merger agreement;

c. A document evidencing that the amount of contribution is recorded pursuant to the provisions of Article 154, paragraph (2) of Commodity Exchange Act;

(d)The following documents on procedures on a Financial Futures Membership Corporation Dissolved in a Consolidation-Type Merger;

a. Certificate of matters registered of a Financial Futures Membership Corporation Dissolved in a Consolidation-Type Merger;

b. Minutes of a general meeting of members concerning a merger of a Financial Futures Membership Corporation Dissolved in a Consolidation-Type Merger;

c. A document on procedures for protection of creditors

(3) Transitional Measures

It was determined that the provisions then in force shall remain applicable to a merger for which a written merger agreement is prepared prior to the Effective Date and also to the procedures on the documents to be attached thereto and other registration in such case (Article 402, paragraph (4) and (18) of Arrangement Act).

Section 20. Registration of Limited Liability Partnership Agreement

With regard to a partner that is a juridical person of 1 in a limited liability partnership agreement (see Article 3, paragraph (1) of Limited Liability Partnership Act (Act No. 40 of 2005), in case where there are multiple persons who are to perform the duties thereof, as the same with the case of a representative employee of a membership company (see the Ministry of Justice, the Civil Affairs Bureau, the Commercial Affairs Division No. 1110 as of April 26 of 2006, Director of the Commercial Affairs Division of the Civil Affairs Bureau, the Ministry of Justice, Notice by Order), the name and address of each partner and the name and address of the said person who is to perform the duties thereof must be recorded for each of the said who are to perform the duties thereof.

It is determined that the example records of registration for registration of this case shall be pursuant to the Example Record 5 of Attachment, the ones the in force that conflict with such example record (the Example Record 3 (1) A and C, and 4 of Attachment of The Ministry of Justice, the Civil Affairs Bureau, the Commercial Affairs Division No. 1713 as of July 29 of 2005, notification by the Director-General of the Civil Affairs Bureau) shall be amended.

Part 3. Registration of Registration of Merger of Different Corporations etc. (Including Companies)

Section 1. Registration of Financial Institutions' Merger and Conversion

1. Merger

(1)Procedures for merger

A. Parties concerned

It was determined that the following non-homogeneous financial institutions may effect a merger (Article 3, paragraph (1) of Act on Financial Institutions' Merger and Conversion (Act No. 86 of 1968; hereinafter referred to as "Merger and Conversion Act".) as before amendment;

(a) An ordinary bank and a long-term credit bank;

(b) An ordinary bank and a cooperative structured financial institution (which refers to Shinkin Bank, Labour Bank or credit cooperative; the same shall apply hereinafter in Section 1.);

(c) A long-term credit bank and a cooperative structured financial institution;

(d) A Shinkin Bank and a Labour Bank;

(e) A Shinkin Bank and a credit cooperative; and

(f) A labor and a credit cooperative.

Additionally, it was determined that as before amendment, in case of (b) and(c) a financial institution survived in a absorption-type merger or a financial institution incorporated in a consolidation-type merger shall be limited to the bank concerning the said merger (in the merger of an ordinary bank and a Shinkin Bank, an ordinary bank or a Shinkin Bank) (Article

3, paragraph (2) of Merger and Conversion Act).

B. Merger agreement

It was determined that the following matters must be specified for merger agreements according to the classification listed as follows in case of A (b) to (f):

(a)In case of an absorption-type merger of a bank and a cooperative structured financial institution and in case where a financial institution survived in an absorption-type merger is a bank (Article 9 of Merger and Conversion Act. See A (b) and (c)):

a. The fact that a financial institution survived in an absorption-type merger is a bank and the trade name or name and the address of the parties;

b. In case where a bank survived in an absorption-type merger delivers the shares etc. (which refer to shares or monies.) to the members of the cooperative structured financial institution extinguished in an absorption-type merger in place of the contribution thereof, the following matters on the said shares:

(a) In case where the said shares are the ones of the bank survived in an absorption-type merger, the number of the said shares or the calculation method of the said number and the matters on the amount of the stated capital and reserves of the bank survived in an absorption-type merger; and

(b) In case where the said shares are monies, the amount of the said monies or the calculation method thereof;

c. In case of b, the matters on allotment of the said shares; and

d. Effective Date.

(b) In case of an absorption-merger of an ordinary bank and a Shinkin Bank, and in case where a financial institution survived in an absorption-type merger is a Shinkin Bank (Article 11 of Merger and Conversion Act. See A (b)):

a. The fact that a financial institution survived in an absorption-type merger is a Shinkin Bank and the trade name or name and the address of the parties;

b. In case where a Shinkin Bank survived in an absorption-type merger delivers the shares etc. (which refer to shares or monies.) to the shareholders of the bank extinguished in an absorption-type merger in place of the contribution thereof, the following matters on the said shares:

(a) In case where the said contributions are the ones of the Shinkin Bank survived in an absorption-type merger, the number of the said contributions or the calculation method of the said number and the matters on the amount of the stated capital and reserves of the Shinkin Bank survived in an absorption-type merger;

(b)In case where the said contributions are monies, the amount of the said monies or the calculation method thereof;

c. In case of b, the matters on allotment of the said contributions; and

d. In case where the bank extinguished in an absorption-type merger issues share options, the said monies or the calculation method thereof in place of the said share options that

the Shinkin Bank survived in an absorption-type merger delivers to the holders of shares options;

e. In case of d the matters on allotment of the said monies; and

f. Effective Date.

(c) In case of a consolidation-type merger of a bank and a cooperative structured financial institution and in case where a financial institution incorporated in a consolidation-type merger is a bank (Article 13 of Merger and Conversion Act. See A (b) or (c)):

a. The fact that a financial institution incorporated in a consolidation-type merger is a bank and the trade name or name and the address of the parties;

b. The purpose, name and the location of the principal office and the total number of authorized shares of the bank incorporated in a consolidation-type merger;

c. In addition to the matters of b, the ones specified by the articles of incorporation of the bank incorporated in a consolidation-type merger;

d. The name(s) of directors at incorporation or a financial auditor at incorporation of the bank incorporated in a consolidation-type merger

e. In case were the bank incorporated in a consolidation-type merger is a company with an accounting advisor or a company with an auditor, the name(s) of an accounting advisor at incorporation or an auditor at incorporation;

f. The shares or the number of shares that the bank incorporated in a consolidation-type merger delivers to the shareholders or members of a financial institution extinguished in a consolidation-type merger or the shares of the bank incorporated in a consolidation-type merger in place of contributions or the calculation method thereof, and the matters on the amount of the stated capital and reserves of the bank incorporated in a consolidation-type merger;

g. The matters on allotment of the shares of f;

h. In case where a bank extinguished in a consolidation-type merger issues shares option, the contents etc. of share options or monies of the bank incorporated in a consolidation-type merger in place of the said shares option that the bank incorporated in a consolidation-type merger delivered to the holders of share options; and

i. In case of h, the matters on allotment of the said shares option or monies.

(d) In case of a consolidation-type merger of an ordinary bank and a Shinkin Bank, and in case where a financial institution incorporated a consolidation-type merger is a Shinkin Bank (Article 15 of Merger and Conversion Act. See A (b)):

a. The fact that the financial institution incorporated in a consolidation-type merger is a Shinkin Bank and the trade name or name and the address of the parties;

b. The activities, names and districts and the name and location of the office of the Shinkin Bank incorporated in a consolidation-type merger;

c . In addition to the matters of b, the ones specified by the articles of incorporation of the Shinkin Bank incorporated in a consolidation-type merger;

d. The names of members of the organizing committee elected by a financial institution extinguished in a consolidation-type merger;

e. The shares or the number of shares that the Shinkin Bank incorporated in a consolidation-type merger delivers to the shareholders or members of a financial institution extinguished in a consolidation-type merger or the shares of the bank incorporated in a consolidation-type merger in place of contributions or the calculation method thereof, and the matters on the amount of the stated capital and reserves of the Shinkin Bank incorporated in a consolidation-type merger;

f. In case of e, the matters on allotment of the said contributions;

g. In case where a bank extinguished in a consolidation-type merger issues shares option, the amount of monies in place of the said shares option that the Shinkin Bank incorporated in a consolidation-type merger delivered to the holders of share options and the calculation method thereof ; and

h. In case of g, the matters on allotment of the said monies.

(e) An absorption-merger of a Cooperative Structured Financial Institution (Article 17 of Merger and Conversion Act. See A (d) to (f)):

a. The type and, name and address of the Cooperative Structured Financial Institution survived in an absorption-type merger and the name and address of the Cooperative Structured Financial Institution extinguished in an absorption-type merger;

b. In case where the Cooperative Structured Financial Institution survived in an absorption-type merger delivers the contributions etc. to the members of the Cooperative Structured Financial Institution extinguished in an absorption-type merger in place of the contributions thereof, the following matters on the said contributions:

(a) In case where the said contributions etc. are the ones of the Cooperative Structured Financial Institution extinguished in an absorption-type merger, the number of the said contributions or the calculation method thereof and the matter on the amount of the stated capital and reserves of the Cooperative Structured Financial Institution survived in an absorption-type merger;

(b) In case where the said contributions are monies, the amount of the said monies or the calculation method thereof;

c. In case of b, the matters on allotment of the said contributions; and

d. Effective Date.

(f) Consolidation-type merger of a Cooperative Structured Financial Institution (Article 19 of Merger and Conversion Act. See A (d) to (f)):

a. The names and addresses of the parties concerned;

b. The types, and activities, names and districts of the Cooperative Structured Financial Institution incorporated in a consolidation-type merger and the name and location of the office thereof;

c. In addition to the matters of b, the matters specified by the articles of incorporation of the Cooperative Structured Financial Institution incorporated in a consolidation-type merger;

d. The name of organizing committee members elected in the financial institution extinguished in a consolidation-type merger;

e. In case where the Cooperative Structured Financial Institution incorporated in a consolidation-type merger delivers the contributions etc. to the members of the Cooperative Structured Financial Institution extinguished in a consolidation-type merger in place of the contributions thereof, the number of the said contributions or the calculation method thereof and the matter on the amount of the stated capital and reserves of the Cooperative Structured Financial Institution incorporated in a consolidation-type merger;

f. In case of e, the matters on allotment of the said contributions.

C. Approval of merger agreement in a bank

(a) Approval in an extinguished bank:

a. Special resolution by the shareholders' meeting

An extinguished bank must receive approval for an absorption-type merger agreement or a consolidation-type merger agreement by resolution of shareholders' meeting by the day immediately preceding the Effective Date (Article 22, paragraph (1) and (2) of Merger and Conversion Act).

b. Special resolution by shareholders' meeting or class shareholders' meeting

It was determined that an extinguished bank must receive special resolution of shareholders' meeting in either of the following cases (Article 22, paragraph (3) of Merger and Conversion Act):

(a) In the case where the financial institution survived in an absorption-type merger or the financial institution incorporated in a consolidation-type merger is a Shinkin Bank;

(b) In the case where the extinguished bank is a public company other than a company with class shares and their considerations for merger are the shares with restriction on transfer.

Additionally, It was determined that, in case where he extinguished bank is a company with class shares and their considerations are the shares with restriction on transfer etc., the said merger shall not effect without receiving a special resolution of class shareholders' meeting of class shares (excluding the shares with restriction on transfer.) that receive allotment of the said shares with restriction on transfer (Article 22, paragraph (4) of Merger and Conversion Act):

c. A special resolution of the shareholders' meeting constituted by special shareholders

In the case where the financial institution survived in an absorption-type merger or the financial institution incorporated in a consolidation-type merger is a Shinkin Bank, and in case there are the persons that are not qualified to be the members (hereinafter referred to as "Special Shareholders" in 1) of the said Shinkin Bank among the shareholders of the extinguished bank,

the said merger shall not become effective without receiving a special resolution of the shareholders' meeting constituted by the said Special Shareholders (Article 22, paragraph (6) and (7) of Merger and Conversion Act).

(b)Approval in the bank survived in an absorption-type merger

a. A special resolution of the shareholders' meeting

A bank survived in an absorption-type merger must obtain approval for absorption-type merger agreements by special resolution of the shareholders' meeting by the day immediately preceding the Effective Date (Article 29, paragraph (1) and (4) of Merger and Conversion Act).

b. A special resolution by class shareholders' meeting

It was determined that, in case where the bank survived in an absorption-type merger delivers the shares with restriction on transfer, the absorption-type merger shall not become effective without receiving a special resolution of the class shareholders' meeting of the said shares with restriction on transfer (Article 29, paragraph (3) and (5) of Merger and Conversion Act).

c. In case where the resolution of the shareholders' meeting is not required

It was determined that, in case where the requirements for simplified merger (see Article 7, paragraph (2) of the former Merger and Conversion Act) are eased, and the sum up of the shares and monies delivered to extinguished to the members of the Cooperative Structured Financial Institution extinguished in an absorption-type merger does not exceed one-fifth (in case where a lesser proportion is prescribed in the articles of incorporation of the said company, such proportion) of the amount specified by the Cabinet Order as the amount of net capital of the bank survived in an absorption-type merger, resolution by the general meeting of the Credit Union survived in an absorption-type merger shall not be required (main clause of Article 30, paragraph (1) of Merger and Conversion Act, Article 6 and 7 of Cabinet Order on Procedures for Merger and Conversion of Financial Institutions (Ordinance of the Ministry of Finance No. 27 of 1968; hereinafter referred to as "Merger and Conversion Order").).; provided, however, in case where the shares with restriction on transfer, the absorption-type merger of the bank survived in an absorption-type merger are delivered as the considerations of merger and the bank survived in an absorption-type merger is not a public company, the resolution of the shareholders' meeting may not be omitted (proviso of Article 30, paragraph (1) of Merger and Conversion Act).

Furthermore, in case where the shareholders that have the number of shares specified by Cabinet Order give notice to the effect that they are opposed to the merger to the bank survived in an absorption-type merger, the resolution of the shareholders' meeting may not also be omitted (Article 30, paragraph (2) of Merger and Conversion Act, Article 8 of Merger and Conversion Order).

D. Approval of merger agreements in cooperative structured financial institution

(a) Approval of an extinguished cooperative structured financial institution

An extinguished cooperative structured financial institution must receive approval for

an absorption-type merger agreement or a consolidation-type merger agreement by resolution of a general meeting (including general meeting of representatives; hereinafter the same shall apply in 1.) by the day immediately preceding the Effective Date.

(b) Approval of a cooperative structured financial institution survived in an absorption-type merger agreement

In addition to the provisions on approval of a merger in a cooperative structured financial institution survived in an absorption-type merger being the ones on (a) (Article 41 of Merger and Conversion Act), it was determined that, in case where the requirements for simplified merger (Article 41of Merger and Conversion Act) are eased, and in case where the total number of shareholders or the total numbers of members of an extinguished financial institution (for Labour Bank, excluding individual members.) does not exceed one-fifth of the total number of members of the cooperative structured financial institution survived in an absorption-type merger, and in case where the existing total amount of the stated capital of the extinguished financial institution from the latest balance sheet does not exceed one-fifth of the existing total amount of the stated capital of the cooperative structured financial institution survived in an absorption-type merger from the latest balance sheet, resolution by the general meeting shall not be required (Article 42, paragraph (1) of Merger and Conversion Act); provided, however, in case public notice to the effect that one-sixth or more of the members of the cooperative structured financial institution survived in an absorption-type merger is opposed to the merger is made to the said cooperative structured financial institution survived in an absorption-type merger, the resolution of a general meeting may not be omitted (Article 42, paragraph (2) of Merger and Conversion Act).

E. Procedures of the financial institution incorporated in a consolidation-type merger

(a) Procedures for a bank incorporated in a consolidation-type merger

Election of Representative Directors at Incorporation or Committee Members at Incorporation, executive officers at incorporation and representative executive officer at incorporation must be made by resolution of a majority of the directors at incorporation of the bank incorporate in the merger (Article 47 and 48 of the Companies Act, Article 33, paragraph (1) of Merger and Conversion Act);

(b) Procedures for the cooperative structured financial institution incorporated in a consolidation-type merger

The organizing committee member of the cooperative structured financial institution incorporated in a consolidation-type merger specified in merger agreement shall prepare the articles of incorporation and perform other actions on incorporation, and appoint a representative director from the directors (Article 36, paragraph (4) of Shinkin Bank Act, Article 38, paragraph (4) of Labour Bank Act and Article 36-8 of Small and Medium-Sized Enterprise Cooperatives Act).

Additionally, the terms of office of an officer and an auditor elected by organizing

committee members shall be until the date of the first ordinary general meeting after merger (Article 46, paragraph (2) of Merger and Conversion Act).

F. Public notice to submit securities and public notice to submit share option certificates

It was determined that an extinguished bank must, as the same with the cases of the merger pursuant to the provisions of the Companies Act, carry out the procedures for public notice to submit securities etc. and the ones for public notice to submit share option certificates etc. (Article 53, paragraph (2) of Merger and Conversion Act, Article 219, paragraph (1), item (vi) and Article 293, paragraph (1), item (iii) of the Companies Act).

G. Procedures for protection of creditors

(a) Procedures for protection of creditors in banks

While a bank that will effect a merger will give public to the effect that the bank will effect the merger etc. in the official gazette and shall notify those matters separately to each known creditor other than depositors, or persons who make installment savings (in case where there is any bond manager, including the said bond manager.), in case where public notice is given in addition to the official gazette by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice pursuant to the provisions of the articles of incorporation, separate notices are not required to be given (Article 26 and Article 31 of Merger and Conversion Act).

(b) Procedures for protection of creditors in a cooperative structured financial institution

The procedures for protection of creditors that a cooperative structured financial institution must perform shall be almost the same with the ones for (a).

H. Effectuation of merger

It was determined that absorption-type merger shall come into effect not on the date of registration but on the Effective Date (Article 10, Article 12 and Article 18 of Merger and Conversion Act).

Consolidation-type merger shall come into effect on the date of registration as before amendment (Article 14, Article 16 and Article 20 of Merger and Conversion Act).

(2) Procedures for Registration of Merger

A. Registration of change due to an absorption-type merger

The following documents must be attached to the application for registration of change of a financial institution survived in an absorption-type merger at its head office or its principal office in addition to the documents of Article 46, paragraph (3) and (4) of the Commercial Registration Act (Enforcement Order of the Act on Financial Institutions' Merger and Conversion (Cabinet Order No. 143 of 1968; hereinafter referred to as "the Order for Enforcement of Merger and Conversion Act".)

(a) A permit issued by Commissioner of Financial Services Agency (in case where the financial institution survived in an absorption-type merger is a Labour Bank, commissioner of Financial Services Agency or the Minister of Health, Labour and

Welfare) and a transcript of this certified by the agency or office;

(b) A written absorption-type merger agreement;

(c)The following documents on procedures on a financial institution survived in an absorption-type merger;

a. A document on approval of merger agreement

In accordance with approval agency for merger agreement (see (1) c (b) and d (a)) and the minutes of the shareholders' meeting, class shareholders' meeting or the general meeting must be attached thereto; provided, however, in case of simplified merger, it is sufficient to attach the following documents:

(a) A document evidencing that the resolution has been made by a board of directors or the board of officers (in a company with a committee, in case where resolution has been made by an executive office based on the designation by the resolution of a board of directors of Article 416, paragraph (4) of the Companies Act;

(b) A document evidencing that the requirements of simplified merger are met (in case there are the shareholders or members that have notified to the effect that they are opposed to simplified merger, including the document evidencing that such case does not fall under the case where approval by a special resolution of shareholders' meeting must be obtained.)

b. A document on procedures for protection of creditors;

c. In case where a financial institution survived in an absorption-type merger is a bank, a document evidencing the amount of stated capital is recorded pursuant to the provisions of Article 50 of Merger and Conversion Act;

As a bank must record the amount of stated capital pursuant to the provisions of Regulations on Corporate Accounting, it is sufficient to attach the document evidencing this (the document similar to the one pursuant to the provisions of Article 80, item (iv) of the Commercial Registration Act);

d. In case where a financial institution survived in an absorption-type merger is a cooperative structured financial institution, the document evidencing change of the total number of units of contributions and the total amount (in a credit cooperative, the total amount of contributions already paid.

(d) The following documents on procedures on a financial institution extinguished in an absorption-type merger;

a. A certificate of the matters registered of a financial institution extinguished in an absorption-type merger;

b. A document on approval of merger agreement;

In accordance with approval agency for merger agreement (see (1) c (a) and d (a)), the minutes of the shareholders' meeting, class shareholders' meeting or the general meeting must be attached thereto;

c. A document on procedures for protection of creditors

d. In case were a financial institution extinguished in an absorption-type merger is a bank and the said bank is a company issuing securities, a document evidencing that public notice to submit securities is given (in case where securities have not been issued for the whole of said shares, the list of shareholders and other documents evidencing that the relevant case falls under such case; hereinafter referred to as "Relevant Document for Public Notice to Submit Securities".);

e. In case were a financial institution extinguished in an absorption-type merger is a bank and the said bank is a company issuing share option, a document evidencing that public notice to submit share option certificates is given (in case where share option certificates have not been issued for the said share option said, the share option registry and other documents evidencing that the relevant case falls under such case; hereinafter referred to as "Relevant Document for Public Notice to Submit Share Option Certificates".)

B. A registration of incorporation due to consolidation-type merger

The following documents must be attached to the application for registration of change incorporation of a financial institution incorporated in a consolidation-type merger at the location of its head office or its principal office (Article 32, paragraph (2) of Enforcement Order of Merger and Conversion Act).

(a) A permit issued by Commissioner of Financial Services Agency (in case where the financial institution incorporated in a consolidation-type merger is a Labour Bank, commissioner of Financial Services Agency or the Minister of Health, Labour and Welfare) and a transcript of this certified by the agency or office;

(b) A written consolidation-type merger agreement;

(c) The following documents on the financial institution incorporated in a consolidation-type merger.

a. Articles of incorporation;

b. In case where the financial institution incorporated in a consolidation-type merger is a bank, the following documents:

(a) If there is an administrator of shareholder register, a document evidencing conclusion of a contract with that person;

(b) In case where directors at incorporation elect a representative director at incorporation, the documents thereon;

(c) In case where the financial institution incorporated in a consolidation-type merger is a company with a committee, the document on appointment of an executive director at incorporation, and election of committee members at incorporation and an executive director at incorporation;

(d) A document certifying that the directors at incorporation, company auditors at

incorporation and representative director at incorporation (with regard to a company with a committee, directors at incorporation, committee members at incorporation, company auditors at incorporation and representative director at incorporation) have accepted the assumption of office;

(e) In case where accounting advisors at incorporation or a financial auditor at incorporation have been elected, Documents related to Assumption of Office of Accounting Advisors etc.;

(f) In case where there are the provisions that the special directors may adopt a resolution, a document certifying the appointment of the special directors and their acceptance of the assumption of office;

(g) A document evidencing the amount of stated capital is recorded pursuant to the provisions of Article 50 of Merger and Conversion Act;

As a bank must record the amount of stated capital pursuant to the provisions of Regulations on Corporate Accounting, it is sufficient to attach the document evidencing this (the document similar to the one pursuant to the provisions of Article 81, item (iv) of the Commercial Registration Act);

c. In case where a financial institution incorporated in a consolidation-type merger is a cooperative structured financial institution, the following documents:

(a) A document evidencing the qualification of the person who has the authority of representation;

Specifically, this includes the document on appointment of officers by organizing committee, the minutes of a board of officers and a written consent to assume office of the representative officer; and

(b) A document evidencing the total number of units of contributions and the total amount (in a credit cooperative, the total amount of contributions already paid.

(d) The following documents on procedures on a financial institution extinguished in a consolidation-type merger;

a. A certificate of the matters registered of a financial institution extinguished in an absorption-type merger;

b. A document on approval of merger agreement;

In accordance with approval agency for merger agreement (see (1) c (a) and d (a)), the minutes of the shareholders' meeting, class shareholders' meeting, and shareholders' meeting or the general meeting constituted by special shareholders must be attached thereto;

c. A document on procedures for protection of creditors;

d. In case where a financial institution extinguished in a consolidation-type merger is a bank and the said bank is a company issuing securities Relevant Document for

Public Notice to Submit Securities; and

e. In case where a financial institution extinguished in a consolidation-type merger is a bank and the said bank is a company issuing share option certificates, Relevant Document for Public Notice to Submit Share Option Certificates;

2. Conversion

(1) Procedures for conversion

A. Parties concerned

As before amendment, a financial institution may become a non-homogeneous financial institution (Article 4 of Merger and Conversion Act).

(a) That a long-term credit bank becomes an ordinary bank;

(b) That an ordinary bank converts to a Shinkin Bank by conversion;

(c) That a Cooperative Structured Financial Institution convers to an ordinary bank; and

(d) A Cooperative Structured Financial Institution converts to Cooperative Structured Financial Institution of another type;

B. Conversion from an ordinary bank to a Shinkin Bank (see A (b));

(a) Conversion plan

It was determined that a conversion plan must specify the following matters (Article 56 of Merger and Conversion Act):

a. Name, activities and district of the Shinkin Bank after conversion;

b. In addition to b, the matters specified by the articles of incorporation of the Shinkin Bank after conversion;

c. Name of directors and company auditors of the Shinkin Bank after conversion

Additionally, the terms of office of the said directors and auditors shall be until the date of the first ordinary general meeting after conversion (Article 56, paragraph (6) of Merger and Conversion Act);

d. In case where the bank after conversion is a special Credit Union under Article 38-2, paragraph (3) of Shinkin Bank Act, the name of a financial auditor;

e. The number of units of contributions of the Shinkin Bank after conversion that the shareholders of an ordinary bank converting and the calculation method thereof, and the matters on allotment of the said contributions;

f. In case of delivering monies to the shareholders of the ordinary bank converting, the amount and the calculation method thereof and the matters of allotment of the said monies;

g. In case where the ordinary bank converting issues share option, the amount of monies in place of the said share options that the Shinkin Bank after conversion delivers to the holders of shares options;

h. In case of g, the matters on allotment of the said monies etc.; and

i. Effective Date.

(b) Approval of conversion plan

a. Special resolution by shareholders' meeting

An ordinary bank converting must obtain approval for conversion plan by special resolution of the shareholders' meeting by the day immediately preceding the Effective Date (Article 58, Article 22, paragraph (1) and (3) except each item.);

b. A special resolution of the shareholders' meeting constituted by special shareholders

In case where there are special shareholders in shareholders of the ordinary bank converting, the said conversion shall not become effective without a special resolution of the shareholders constituted by the said special shareholders (Article 58 and Article 22, paragraph (6) and (7) of Merger and Conversion Act).

(c) Other procedures

The provisions that the ordinary bank converting must carry out the procedures for public notice to submit securities etc. and the ones for public notice to submit share option certificates etc. and procedures for protection of creditors are the same with the ones for the bank extinguished in merger pursuant to the provisions of Merger and Conversion Act (Article 65, paragraph (2), Article 58 and Article 26 of Merger and Conversion Act).

(d) Effectuation of conversion

Conversion become effective on Effective Date (Article 57, paragraph (1) of Merger and Conversion Act).

C. Conversion from a Cooperative Structured Financial Institution to an ordinary bank (see A (c))

(a) Conversion plan

It was determined that a conversion plan must specify the following matters (Article 59 of Merger and Conversion Act):

a. Business of the bank after conversion;

b. The purpose, name and the location of the principal office and the total number of authorized shares of the bank after conversion;

c. In addition to the matters of b, the matters specified by the articles of incorporation of the bank after conversion;

d. Names of directors and company auditors of the bank after conversion;

e. In case where the bank after conversion is a company with an accounting advisor or a company with a company auditor, the name of an accounting advisor or a company auditor;

f. The number of shares of the bank after conversion that members of the Cooperative Structured Financial Institution converting obtain and the calculation method thereof:

g. The matters on allotment of the shares of f;

h. In case where the monies are delivered to the members of the Cooperative Structured Financial Institution converting, the amount and the calculation method thereof;

i. The matters on allotment of monies of h;

j. Effective Date.

(b) Approval of conversion plan and other procedures

The provisions that the approval agency of the conversion plan and the Cooperative Structured Financial Institution converting must carry out the procedures for protection of creditors are the same with the ones for the Cooperative Structured Financial Institution extinguished in merger pursuant to the provisions of Merger and Conversion Act (Article 63, Article 35 and Article 38 of Merger and Conversion Act).t

(c) Effectuation of conversion

Conversion shall become effective on Effective Date (Article 60, paragraph (1) of Merger and Conversion Act).

D. Conversion from a Cooperative Structured Financial Institution to the Cooperative Structured Financial Institution of another type

(a) Conversion plan

It was determined that a conversion plan must specify the following matters (Article 61 of Merger and Conversion Act):

a. Type, name, activities and district of Cooperative Structured Financial Institution after conversion;

b. In addition to a, the matters specified by the articles of incorporation of the Cooperative Structured Financial Institution after conversion;

c. Names of directors and auditors of the Cooperative Structured Financial Institution after conversion;

Additionally, the terms of office of the said directors and auditors shall be until the date of the first ordinary general meeting after conversion (Article 61, paragraph (4) of Merger and Conversion Act);

d. In case where the Cooperative Structured Financial Institution after conversion is a special Credit Union under Article 38-2, paragraph (3) of Shinkin Bank Act or a special credit cooperative under Article 5-8, paragraph (3) of Act on Financial Businesses by Cooperatives (Act No. 183 of 1949) etc., the name of a financial auditor;

e. The number of contributions of the Cooperative Structured Financial Institution after conversion that members of the Cooperative Structured Financial Institution converting obtain and the calculation method thereof:

f. the matters on allotment of the contributions of e;

g. In case where the monies are delivered to the members of the Cooperative Structured Financial Institution converting, the amount and the calculation method thereof;

h. The matters on allotment of monies of g;

i. Effective Date.

(b) Approval of conversion plan and other procedures

The provisions on approval of conversion plan and other procedures shall be the same

with the ones for C (b) (Article 63 of Merger and Conversion of Act).

(c) Effectuation of conversion

Conversion will become effect on Effective Date (Article 62, paragraph (1) of Merger and Conversion Act).

(2) Procedures for registration of conversion

The following documents must be attached to the application for registration of a financial institution after conversion at its head office or its principal office in addition to the documents specified in Article 46, paragraph (3) of the Commercial Registration Act (Article 35 of Enforcement Order of Merger and Conversion Act).

A. A permit issued by Commissioner of Financial Services Agency (in case where the financial institution after conversion is a Labour Bank, commissioner of Financial Services Agency or the Minister of Health, Labour and Welfare) and a transcript of this certified by the agency or office;

B. Conversion plan document;

C. Articles of incorporation;

D. In accordance with approval agency for merger agreement (see (1) b (b) and d (b)), the minutes of the shareholders' meeting, a shareholders' meeting or the general meeting constituted by special shareholders must be attached thereto;

E. A document on procedures for protection of creditors;

F. In case where a financial institution converting is a company issuing share option certificates, Relevant Document for Public Notice to Submit Securities etc.;

G. In case where a financial institution converting is a company issuing share option certificates, Relevant Document for Public Notice to Submit Share Option Certificates;

H. In case where a financial institution after conversion is an ordinary bank, the following document:

(a) A document evidencing consent to assumption of office of directors of the financial institution after conversion (for a company with auditors, directors and auditors);

(b) In case where accounting advisors or a financial auditor of the financial institution after conversion is appointed, Documents Related to Assumption of Office of Accounting Advisors etc.;

(c)If there is an administrator of shareholder register, a document evidencing conclusion of a contract with that person;

I. In case where a financial institution after conversion is a cooperative structured financial institutions, the following documents;

(a) A document evidencing the qualification of the person who has the authority of representation;

Specifically, this includes the document on appointment of officers by organizing committee, the minutes of a board of officers and a written consent to assume office of the representative officer.

(b) The document evidencing the total number of units of contributions and the total amount (in a credit cooperative, the total amount of contributions already paid).

3. Transitional Measures

It was determined that the provisions on merger or conversion whose merger agreement or conversion plan document is prepared before Effective Date then in force shall remain applicable except for the matters to be registered of the registration thereof, and the provision of the attachment in such case and the provisions on procedures on other registration then in force shall also remain applicable (Article 200, paragraph (1) and (5) of Arrangement Act).

Section 2. Registration of Merger of the Norinchukin Bank and Credit Federation of Agricultural and Fishery Cooperatives

1. Amendment on procedures for merger

(1) Parties concerned

As before amendment, the Norinchukin Bank may effect an absorption merger with the following corporations by specifying the corporation surviving after merger as the Norinchukin Bank (Article 8 of Act on Enhancement and Restructuring of Credit Business Conducted by The Norinchukin Bank and Specified Agricultural and Fishery Cooperative Savings Insurance Cooperation, etc. (Act No. 118 of 1996) (Act No. 118 of 1996; hereinafter referred to as "Enhancement and Reconstructing Act".)

A. Credit Federations of Agricultural Cooperatives (which is a federation of agricultural cooperatives as a partner of the Norinchukin Bank and may additionally conduct the activities specified in Article 10, paragraph (1), item (ii) and (iii) of Agricultural Cooperatives Act);

B. Credit Federations of Fisheries Cooperatives (which is a federation of fisheries cooperatives as a partner of the Norinchukin Bank and may additionally conduct the activities specified in Article 87, paragraph (1), item (iii) and (iv)) of Fisheries Cooperatives Act;

C. Credit Federations of Fishery Processing Cooperatives (which is a federation of fishery processing cooperatives as a partner of the Norinchukin Bank and may additionally conduct the activities specified in Article 97, paragraph (1), item (i) and (ii)) of Fisheries Cooperatives Act;

（2） Easing of requirements for simplified

The Norinchukin Bank and Credit Federations of credit federation of agricultural and fisheries cooperatives effecting merger (which refers to the corporations of (1) A to C.) must have the merger agreement approved by a special resolution of its general meeting (Article 9 of Enhancement and Reconstructing Act); provided, however that it was determined that, in case where the requirements for simplified merger (see Article 20 of the former Act on Special Measures for Promotion of Organizational Restructuring of Financial Institutions) are eased and the total number of the partners (excluding associate partners) of credit federation of agricultural and fisheries cooperatives does not exceed one-fifth of the total number of the partners of the Norinchukin Bank, and in case where the existing total amount of the stated capital of the credit federation of agricultural and fisheries cooperatives from the latest balance sheet does not exceed

one-fifth of the existing total amount of the stated capital of the Norinchukin Bank from the latest balance sheet, resolution by the general meeting of the Norinchukin Bank shall not be required and it is sufficient to receive approval from the management committee (Article 9-2, paragraph (1) of Enhancement and Reconstructing Act).

Additionally, in case public notice to the effect that one-sixth or more of the members of the Norinchukin Bank is opposed to the merger is given to the Norinchukin Bank, the resolution of a general meeting may not be omitted (Article 9-2, paragraph (4) of Enhancement and Reconstructing Act).

(3) Procedures for protection of creditors

It was determined that, with regard to the procedures for protection of creditors that the Norinchukin Bank or Credit Federations of credit federation of agricultural and fisheries cooperatives must perform upon merger, in case where the public notice is given other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice, separate notices are not required to be given (Article 12, paragraph (2) of Enhancement and Reconstructing Act).

2. Amendment on registration of merger

In case of simplified merger of 1 (2), the following documents must be attached thereto in place of the general meeting for merger of the Norinchukin Bank (Enforcement Order on Act on Enhancement and Reconstructing of Credit Business Conducted by the Norinchukin Bank and Specified Agricultural and Fisheries Cooperative Savings Insurance Cooperation, etc. (Cabinet Order No.8 of 1997).

(1) Minutes of management committee;

(2) A document evidencing that approval by the general meeting shall not be required pursuant to Article 9-2, paragraph (1) of Enhancement and Reconstructing Act (in case where there are the partners that have notified to the effect that such partners are opposed to the merger, including the document evidencing that such case does not fall under the case where approval of a general meeting must be obtained pursuant to the provisions of paragraph (4) of the same Article.)

Specifically, as before amendment (see Article 7 of the former Enforcement Order on Act on Special Measures for Promotion of Organizational Restructuring of Financial Institutions (Cabinet Order No. 394 of 2002)), the following documents shall be included in this:

A. A document evidencing the total number of partners (excluding associate partners) as of the date of preparation of merger agreement of the Norinchukin Bank and extinguishing credit federation of agricultural and fisheries cooperative:

B. The final balance sheets of the Norinchukin Bank and credit federation of agricultural and fisheries cooperatives extinguishing due to merger;

C. In case where there are the partners that have notified opposition to such merger, a document evidencing the number of such partners.

3. Transitional Measures

It was determined that the provisions then in force shall remain applicable to a merger for which

a written merger agreement is prepared prior to the Effective Date and also to the procedures on the documents to be attached thereto and other registration in such case (Article 286, paragraph (1) of Arrangement Act).

Section 3. Registration of Registration of Reorganization and Merger of Stock Company Engaged in Insurance Business

1. Reorganization

(1) Reorganization from a stock company to a mutual company

A. Procedures for Reorganization

(a) Preparation and approval of Reorganization plan

If the Stock Company seeks to convert to a Mutual Company, it must prepare an Reorganization plan to be approved by a resolution at a shareholders' meeting almost as before amendment (Article 60, paragraph (1) to (4) of Insurance Business Act).

a. the total amount of funds of the Mutual Company after Reorganization;
b. The amount of reserves and loss reserves set aside at the time of Reorganization;
c. The matters on compensation to shareholders and holders of share options;
d. The matters on the rights of Policyholders after the Reorganization; and
e. The Effective Date and other matters specified by a Cabinet Office Ordinance.

(b) Public notice to submit securities and public notice to submit share option certificates

It was determined that the procedures for public notice to submit securities and public notice to submit share option certificates that a stock company conducting insurance business seeking for Reorganization must perform shall be the same with the case of Reorganization from a stock company to a membership company (Article 69, paragraph (6) of Insurance Business Act, Article 219, paragraph (1), item (v) and Article 293, paragraph (1), item (ii) of the Companies Act).

(c) Procedures for protection of creditors

The procedures for protection of creditors that a stock company conducting insurance business that effects Reorganization must perform shall be the same with the case of reduction of the amount of stated capital of the said stock company (Article 70 of Insurance Business Act. See Part 1, Section 2-2 (1)).

(d) Policyholders meeting

In the procedures of (c), where the number of the policyholders who have stated their objections or the amount of their credits as specified by Cabinet Office Order has not exceeded the proportion specified in that paragraph, almost as before amendment, the directors of the converting stock company must convene a policyholders meeting and the policyholders meeting must adopt the articles of incorporation of the Converted Mutual Company and other particulars required for the organization of the Converted Mutual Company, and elect the persons to serve as directors of the Converted Mutual Company (Article 73 to 75 of Insurance Business Act).

Additionally, the converting Stock Company conducting insurance business may, by a resolution of (a), establish Policyholder Representatives Meeting in lieu of the policyholders meeting (Article 77 of Insurance Business Act).

(e) Solicitation of funds in Reorganization

If a converting Stock Company, seeks to solicit additional funds for the Converted Mutual Company, it must, as before amendment, solicit the required amount of such funds without delay following the conclusion of the policyholders meeting or Policyholder Representatives Meeting (or, in the case of amendment of resolution of (a) due to these resolutions and in case where the said amendment may pose the risk of causing any damage to the interest of shareholders, after obtaining consent of the shareholders' meeting by a special solution) (Article 78 of Insurance Business Act). (1) In such case, the directors of the converting Stock Company, without delay after the total amount of the funds solicited under that paragraph has been paid in, must convene a second policyholders meeting or Policyholder Representatives Meeting and the persons to serve as directors of the Converted Mutual Company must investigate whether the total amount of the said funds solicited has been subscribed for and paid in, and report the result to the policyholders meeting or Policyholder Representatives Meeting (Article 79 of the same Act).

Additionally, with regard to payment of the funds concerning the said solicitation, obligation for certificate of deposit of paid money of the said institutions handling payments was abolished (see Article 78, paragraph (3) of Insurance Business Act, Article 77, paragraph (3) and Article 23, paragraph (4) of the former Insurance Business Act, Article 189 of the former Commercial Code).

(f) Effectuation of Reorganization

Reorganization will become effective on Effective Date (Article 81 of Insurance Business Act).

A. Procedures for registration of Reorganization

It was determined that the following documents must be attached to the application for registration of the converting mutual company at its principal office in addition to the documents specified in Article 46 of the Commercial Registration Act (Article 84, paragraph (2) of Insurance Business Act).

(a) A permit issued by a government office or a transcript of this certified by the agency or office (Article 19 of the Commercial Registration Act);

(b) Reorganization plan:

(c) Articles of incorporation;

(d)Minutes of shareholders' meeting and policyholders' meeting;

(e)A document on procedures for protection of creditors (Article 84, paragraph (2), item (iii), (v) and (vi));

(f) In case where the converting stock company conducting insurance business is a company issuing share certificates, Relevant Document for Public Notice to Submit Securities;

(g) In case where the converting stock company conducting insurance business is issuing share options, Relevant Document for Public Notice to Submit Share Option Certificates;

(h) A document evidencing consent to assume office by directors of the converted mutual company (in case of a company with company auditors, directors and company auditors);

(i) In case where an accounting advisors or a financial auditor is appointed after Reorganization, Documents Related to Assumption of Office of Accounting Advisors etc.;

(j) In case of soliciting funds, the following documents:

a. A document evidencing offers to contribute funds or a contract stipulating the contribution of the total amount of such funds;

b. The document evidencing that payments for funds have been made;

(2)Reorganization from a mutual company to a stock company

A. Procedures for Reorganization

(a) Preparation and approval of Reorganization plan

A Mutual Company, if it seeks to carry out an Reorganization, must prepare an Reorganization plan and specify the following matters to be approved by a special resolution of the general meeting (or the Member Representatives Meeting, where the company has such a meeting; hereinafter the same applies in (2)) (Article 86 of Insurance Business Act):

a. The purpose, name and the location of the principal office and the total number of authorized shares of the converted stock company;

b. Beyond a, the matters specified by the articles of incorporation of the converted stock company;

c. Names of the directors of the Converted Stock Company;

d. In case where the Converted Stock Company is a company with accounting advisors, a company with auditors or a company with financial auditor, the names of accounting advisors, auditors or a financial auditor of the Converted Stock Company;

e. The number of shares to be acquired by the members of the converting Mutual Company or the method of calculating such number, and matters on the stated capital and reserves of the Converted Stock Company;

f. Matters on the allocation of the shares of e;

g. The amount of, and calculation method for, any money granted to the members of the converting Mutual Company;

h. The matters on allotment of monies of g;

i. The method of selling any additional fraction of shares to be issued as a result of the allocation of shares;

j. The method of purchasing any fraction of shares arising under I etc.;

k. Matters on the rights of Policyholders after the Reorganization; and

l. The Effective Date and other matters specified by a Cabinet Office Ordinance.

(b)It was determined that the procedures for protection of creditors that the converting mutual company must perform shall be the same with the ones for reversal of reserve for redemption of funds of a mutual company (Article 88 of Insurance Business Act. See Part 2, Section 7, 4).

(c) Issuance of shares in Reorganization

A converting Mutual Company may, in carrying out the Reorganization, issue shares of the Converted Stock Company, in addition to the allocation of shares of (a) e (Article 92 of Insurance Business Act).

With regard to the procedures in such case, as the same with the cases of the Companies Act, amendments were made, including expansion of range of Property Contributed in Kind that requires no investigation by an inspector and abolishment of obligation for certificate of deposit of paid money etc. (See Article 96-4 of Insurance Business Act, Article 207 of the Companies Act, Article 92 of the former Insurance Business Act, and Article 189 of the former Commercial Code).

(d) Share exchange on Reorganization

A converting Mutual Company may, almost as before amendment, at the time of Reorganization, carry out a share exchange on Reorganization (meaning an exchange of shares whereby a converting Mutual Company causes all of the shares of the Converted Stock Company to be acquired by another Stock Company (hereinafter referred to as "Wholly Owning Parent Company Resulting from the Share Exchange") at the time of the Reorganization;).

In such case, it was determined that, in the case of a share exchange on Reorganization, the Reorganization plan and the contract for share exchange on Reorganization must prescribe the following matters as well:

a. The names, trade names and addresses of the converting Mutual Company and the Wholly Owning Parent Company Resulting from the Share Exchange;

b. In case where the Wholly Owning Parent Company Resulting from the Share Exchange delivers shares etc. to the members of the converting Mutual Company, the following matters on the said shares etc.;

(a) In case where the said shares are the ones of Wholly Owning Parent Company Resulting from the Share Exchange, the number of the said shared and the calculation method thereof, and the matters on the amount of the stated capital and reserves of the said Wholly Owning Parent Company Resulting from the Share Exchange;

(b) In case where the said shares are monies, the amount and the calculation method thereof;

c. In case of b, the matters on allotment of the said shares etc.;

d. Matters listed in (a) i and j;

e. Effective Date;

Additionally, approval of a share exchange agreement and procedures for protection of creditors that Wholly Owning Parent Company Resulting from the Share Exchange must perform shall be the same with the cases of share exchange under the Companies Act (Article 96-5, paragraph (3) of Insurance Business Act),

(e) Share transfer on Reorganization

A converting Mutual Company may, almost as before amendment, at the time of Reorganization, carry out a share transfer upon Reorganization to be acquired by a new Stock Company to be incorporated (hereinafter referred to as "Wholly Owning parent Company Formed by Share Transfer on Reorganization") at the time of the Reorganization) (Article 96-8, paragraph (1) of Insurance Business Act). In such case, the Reorganization plan must prescribe the following matters as well (Article 96-9, paragraph (1) of Insurance Business Act).

a. Matters of (a) a to d on the entities of Wholly Owning parent Company Formed by Share Transfer on Reorganization;

b. The number of shares to deliver to the members of the converting Wholly Owning parent Company Formed by Share Transfer on Reorganization or the method of calculating such number, and matters on the stated capital and reserves of the Wholly Owning parent Company Formed by Share Transfer on Reorganization;

c. Matters on allotment of shares of b;

d. In case of delivering monies to the members of the converting mutual company, the amount and the calculation method thereof;

e. In case of d, The matters on allotment of the said monies;

f. In jointly incorporating a Wholly Owning Parent Company Formed by Share Transfer on Reorganization with another converting Mutual Company or a Stock Company, that fact, (in case of delivering share options of the Wholly Owning Parent Company Formed by Share Transfer on Reorganization to the holders of share options of the said stock company in place of the said share options, including the contents etc. thereof.) Additionally, it was determined that the stock company of f must perform the procedures for public notice to submit securities and the performs of public notice to submit certificates of share options (Article 96-9, paragraph (4) of Insurance Business Act, Article 219, paragraph (1), item (viii) and Article 293, paragraph (i), item (vii) of the Companies Act);

(f) Effectuation of Reorganization etc.

Reorganization and share exchange on Reorganization will become effective on Effective Date (Article 96-11 and Article 96-12 of Insurance Business Act); provided, however, that in case of share exchange on Reorganization, Reorganization and share exchange on Reorganization will become effective on the date of registration (Article 96-

11, paragraph (1) and Article 96-13 of Insurance Business Act).

B. Procedures for registration of Reorganization

(a) Registration for of the converted stock company;

It was determined that the following documents must be attached to application for registration of the converted stock company for incorporation at the location of the head office in addition to the documents specified in Article 46 of the Commercial Registration Act (Article 96-14, paragraph (3) of Insurance Business Act);

a. A permit issued by a government office or a transcript of this certified by the agency or office (Article 19 of the Commercial Registration Act)

b. Reorganization plan

c. Articles of incorporation;

d. Minutes of a general meeting of members of a mutual company;

e. A document evidencing consent to assume office by directors of the converted stock company (in case of a company with company auditors, directors and company auditors);

f. In case where accounting advisors or a financial auditor of the financial institution of the converted stock company is appointed, Documents Related to Assumption of Office of Accounting Advisors etc.;

g. If there is an administrator of shareholder register, a document evidencing conclusion of a contract with that person;

h. A document on procedures for protection of creditors (Article 96-14, paragraph (3), item (vii) to (ix));

i. In case of issuing shares upon Reorganization, the document similar to the ones pursuant to Article 56 of the Commercial Registration Act on the cases of issuance of shares for subscription of a stock company:

(b) Registration of Wholly Owning Parent Company Resulting from the Share Exchange

It was determined that he following documents must be attached to the application for registration of change due to share exchange effected by Wholly Owning Parent Company Resulting from the Share Exchange at the location of its head office (Article 96-14, paragraph (4) of Insurance Business Act);

a. A permit issued by a government office or a transcript of this certified by the agency or office (Article 19 of the Commercial Registration Act);

b. Stock exchange agreement;

c. The following documents on procedures of Wholly Owning Parent Company Resulting from the Share Exchange:

(a) Documents specified in Article 46 of the Commercial Registration Act;

(b)In case of short form share exchange or simplified share exchange, a document evidencing to meet the requirements thereof;

(c) A document on procedures for protection of creditors;

(d) A document evidencing that the amount of stated capital is recorded

pursuant to the provisions of the Companies Act;

d. The following documents on procedures on a mutual company that performs share exchange on Reorganization:

(a) A certificate of the matters registered of the said mutual company;

(b) Documents from (a) a to i.

(c) Registration of Wholly Owning Parent Company Formed by Share Transfer on Reorganization

It was determined that he following documents must be attached to the application for registration of change due to share exchange effected by Wholly Owning Parent Company Formed by Share Transfer on Reorganization at the location of its head office (Article 96-14, paragraph (4) of Insurance Business Act);

a. A permit issued by a government office or a transcript of this certified by the agency or office (Article 19 of the Commercial Registration Act)

b. Share transfer plan;

c. The following matters on Wholly Owning Parent Company Formed by Share Transfer on Reorganization:

(a) Articles of incorporation;

(b) If there is an administrator of shareholder register, a document evidencing conclusion of a contract with that person;

(a) In case where directors at incorporation elect a representative director at incorporation, the documents thereon;

(b) In case where Wholly Owning Parent Company Formed by Share Transfer on Reorganization is a company with a committee, the document on appointment of an executive director at incorporation, and election of committee members at incorporation and an executive director at incorporation;

(c) A document certifying that the directors at incorporation, company auditors at incorporation and representative director at incorporation (with regard to a company with a committee, directors at incorporation, committee members at incorporation, company auditors at incorporation and representative director at incorporation) have accepted the assumption of office;

(d) In case where accounting advisors at incorporation or a financial auditor at incorporation have been elected, Documents related to Assumption of Office of Accounting Advisors etc.;

(e) In case where there are the provisions that the special directors may adopt a resolution, a document certifying the appointment of the special directors and their acceptance of the assumption of office;

(f) A document evidencing that the amount of stated capital is recorded pursuant to the provisions of the Companies Act

d. The following documents on procedures on procedures of mutual company etc. that

will perform share transfer on Reorganization (Article 12-5, paragraph (3) of Order for Enforcement of Insurance Business Act):

(a) The certificates of the matters registered of a mutual company or a stock company performing share transfer on Reorganization;

(b) A document of (a) a to i;

(c) A document on approval of Reorganization plan in the mutual company or a stock company of (a);

(d) A document on procedures for protection of creditors in the mutual company or a stock company of (a);

(e) In case the stock company of (a) is a company issuing securities, document for Public Notice to Submit Securities

(f) In case where the stock company of (a) issues share options and in case of delivering share options of the Wholly Owning Parent Company Formed by Share Transfer on Reorganization to the holders of the share options thereof Document for Public Notice to Submit Share Option Certificates in place of the said share options.

2. Merger

(1) Procedures for merger

A. Parties concerned

As before amendment, Mutual Company may merge with another Mutual Company or a Stock Company that conducts Insurance Business. In this case, a merger agreement must be concluded between the mutual companies or between the Mutual Company and the Stock Company (Article 159 of Insurance Business Act).

B. Merger agreements

It was determined that the following matters must be specified for merger agreements according to the classification listed as follows:

(a) An absorption-type merger where a mutual company survives (Article 162, paragraph (1) of Insurance Business Act);

a. Trade name and names and address of the parties concerned;

b. The method of compensation for the shareholders and holders of share options of the stock company extinguishing in an absorption-type merger;

c. Matters on the Reserves of the Mutual Company Surviving the Absorption-Type Merger;

d. Matters on the rights of the Policyholders of the stock company extinguishing in an absorption-type merger following the merger;

e. Effective Date;

f. Other matters specified by a Cabinet Office Ordinance.

(b) Consolidation-type merger that incorporates a mutual company (Article 163, paragraph (1) of

Insurance Business Act)

a. Trade name and names and address of the parties concerned;

b. The purpose and name of the Mutual Company Established by the Consolidation-Type Merger and the address of its principal office;

c. Beyond b. particulars specified by the articles of incorporation of the Mutual Company Established by the Consolidation-Type Merger;

d. The names of the directors at incorporation of the Mutual Company Established by the Consolidation-Type Merger;

e. In case where the Mutual Company Established by the Consolidation-Type Merger is a company with accounting advisors, a company with company auditors or a company with financial auditor: the names of the accounting advisors at incorporation, the company auditors at incorporation or the financial auditor at incorporation of the Mutual Company Established by the Consolidation-Type Merger;

f. The method of compensation for the shareholders and holders of share options of the stock company extinguishing in an absorption-type merger;

g. The amount of any money to be delivered to the members of the consolidated mutual company;

h. Matters on the Reserves of the Mutual Company Established by the Consolidation-Type Merger;

i. Matters on the rights of Policyholders following the merger; and

j. Other matters specified by a Cabinet Office Ordinance.

(c) An absorption-type merger where a stock company survives (Article 164, paragraph (1) of Insurance Business Act);

a. Trade name and names and address of the parties concerned;

b. the following particulars of any share, etc. to be delivered to the members of the mutual company extinguishing in the absorption-type merger by the Stock Company Surviving the Absorption-Type Merger:

(a) Where the share, etc. is the shares of the Stock Company Surviving the Absorption-Type Merger, the number of such shares or the method of calculating such number, and the matters on the amounts of capital and Reserves of the Stock Company Surviving the Absorption-Type Merger; or

(b)Where the share, etc. is money, the amount of such money or the method of calculating the amount;

c. In case of b, the matters on allotment of the said shares; and

d. The method of selling any additional fraction of shares to be issued as a result of the allocation of shares;

e. The method of purchasing any fraction of shares arising under d;

f. The amount of any money to be delivered to the contributors to the funds of the mutual company extinguishing in the absorption-type merger has been decided, such decision;

g. Matters on the rights of Policyholders of the mutual company extinguishing in the absorption-type merger;

h, Matters on the amount of surplus from merger;

i. Effective Date

j. Other matters specified by a Cabinet Office Ordinance.

(d) Consolidation-type merger incorporating a stock company (Article 165, paragraph (1) of Insurance Business Act)

a. Trade name and names and address of the parties concerned;

b. The purpose, trade name, address of the head office, and total number of authorized shares of the Stock Company Established by Consolidation-Type Merger;

c. Beyond b. particulars specified by the articles of incorporation of the Mutual Company Established by the Consolidation-Type Merger;

d. the names of the directors at the incorporation of the Stock-Company Established by the Consolidation-Type Merger;

e. In case where the Mutual Company Established by the Consolidation-Type Merger is a company with accounting advisors, a company with company auditors or a company with financial auditor: the names of the accounting advisors at incorporation, the company auditors at incorporation or the financial auditor at incorporation of the Mutual Company Established by the Consolidation-Type Merger;

f. The number of shares of a stock company established by a consolidation-type merge to deliver to the members or shareholders of a mutual company extinguishing in a consolidation-type merger by the stock company established by a consolidation-type merger or the method of calculating such number;

g. Matters on the amount of the capital and reserves of a stock company incorporated in a consolidation-type merger;

h. Matters on allotment of shares of f;

i. The method of selling any additional fraction of shares to be issued as a result of the allocation of shares;

j. The method of purchasing any fraction of shares arising under I etc.;

k. In case where a stock company extinguished in a consolidation-type merger issue share options, the contents etc. of share options or monies of the stock company incorporated in a consolidation-type merger in place of the said share options that the stock company incorporated in a consolidation-type merger delivers to the holders of share options;

l. In case of k, the matters on allotment of the said share options or monies;

m. The amount of any money to be delivered to the shareholders of the Stock Company extinguishing in the Consolidation-type Merger, or the contributors to the funds and the

members of the consolidated mutual company has been decided, such decision;

n. Matters on the rights of Policyholders following the merger;

o. Matters on the amount of surplus from consolidation; and

p. Any other matters specified by Cabinet Office Order.

C. Approval of merger agreement in a stock company

(a) Approval in an extinguishing stock company

a. Special resolution by the shareholders' meeting

An extinguishing stock company must have its merger agreement approved by a resolution of the shareholders' meeting by the day before the Effective Date (Article 165-3, paragraph (1) and (2) of Insurance Business Act).

b. Special resolution by shareholders' meeting or class shareholders' meeting

It was determined that, in case where the extinguishing stock company is a public company other than a Company with Classes of Shares and the Shares, etc. to be distributed to the shareholders of the extinguishing stock company are shares with restriction on transfer, a special resolution by the shareholders' meeting must be obtained (Article 165-3, paragraph (4) of Insurance Business Act).

Additionally, the stock company extinguishing in a consolidation-type merger is a Company with Classes of Shares and their considerations for merger are the shares with restriction on transfer, the said consolidation-type merger will not become effective without a special resolution of class shareholders' meeting of the class of share (excluding shares with restriction on transfer) for which the shares with restriction on transfer are to be distributed (Article 165-3, paragraph (5) and (6)).

(b)Approval in a stock company surviving an absorption-type merger

a. Special resolution by shareholders' meeting

A Stock Company Surviving an Absorption-Type Merger must have its merger agreement approved by a resolution of the shareholders' meeting by the day before the Effective Date (Article 165-10, paragraph (1) and (2)).

b. A special resolution by class shareholders' meeting

It was determined that, in case where the mutual company surviving an absorption-type merger delivers its shares with restriction on transfer to the members of the stock company extinguishing in an absorption-type merger as considerations for merger, the absorption-type merger shall not become effective without receiving a special resolution of the class shareholders' meeting of the said shares with restriction on transfer (Article 165-10, paragraph (5) and (6)).

c. In case where the resolution of the shareholders' meeting is not required

It was determined that, in case where the requirements for simplified merger (see Article 159, paragraph (3) of the former Act on Special Measures for Promotion of Organizational Restructuring of Financial Institutions) are eased and the sum up of the shares and monies delivered to the members of the mutual company extinguishing in an

absorption-type merger does not exceed one-fifth (in case where a lesser proportion is prescribed in the articles of incorporation of the said company, such proportion) of the amount specified by the Cabinet Order as the amount of net capital of the mutual company surviving an absorption-type merger, resolution by the general meeting of the Credit Union survived in an absorption-type merger shall not be required (main clause of Article 165-11, paragraph (1) of the Regulations on the Enforcement of Insurance Business Act); provided, however, in case of delivering the shares with restriction on transfer of the stock company surviving an absorption-type merger and the stock company surviving an absorption-type merger is not a public company, the resolution of the shareholders' meeting may not be omitted (proviso of Article 165-11, paragraph (1) of Insurance Business Act).

Furthermore, in case where the shareholders that have the number of shares specified by Cabinet Order give notice to the effect that they are opposed to the merger to the stock company surviving an absorption-type merger, the resolution of the shareholders' meeting may not also be omitted (Article165-11, paragraph (2) of Insurance Business Act, Article 101-2-7 of the Regulations on the Enforcement of Insurance Business Act).

D. Approval of merger agreement in a mutual company

A mutual company must have its merger agreement approved for an absorption-type merger agreement or a consolidation-type merger agreement by a special resolution of the general meeting of members by the day before the Effective Date (Article 165-16 and Article 165-20 of Insurance Business Act).

E. Procedures for the company incorporated in a consolidation-type merger

In merger agreements, the directors at incorporation of the mutual company incorporated in a consolidation-type merger or the stock company incorporated in a consolidation-type must elect the representative director at incorporation or the committee members at incorporation, the executive director at incorporation and the representative executive director at incorporation by the majority of such directors (Article 47 and Article 48 of the Companies Act, Article 165-14, paragraph (1), Article 30-10, paragraph (6) and Article 165-22, paragraph (1) of Insurance Business Act).

F. Public notice to submit securities and public notice to submit share option certificates

The extinguishing stock company must, as the same with the cases of the merger pursuant to the provisions of the Companies Act, carry out the procedures for public notice to submit securities etc. and the ones for public notice to submit share option certificates etc. (Article 165-4, paragraph (3) of Insurance Business Act, Article 219, paragraph (1), item (vi) and Article 293, paragraph (1), item (iii) of the Companies Act).

G. Procedures for protection of creditors

(a) It was determined that the procedures for protection of creditors that the stock company conducting insurance business must perform shall be the same with the ones for reduction of the amount of capital of the said stock company (Article 165-7 and Article 165-12 of

Insurance Business Act. See Part 1, Section 2, 2, (1).);

(b) It was determined that procedures for protection of creditors that the mutual company must perform shall also be the same with the ones for (a) (Article 165-17 and Article 165-20 of Insurance Business Act).

H. Effectuation of merger

It was determined that absorption-type merger shall come into effect not on the date of registration but on the Effective Date (Article 165 and Article 165-3 of Insurance Business Act).

Consolidation-type merger shall come into effect on the date of registration as before amendment (Article 165-2 and Article 165-4 of Insurance Business Act).

3.Procedures for Registration of Merger

A. Registration of change due to an absorption-type merger

The following documents must be attached to the application for registration of change of the Stock Company Surviving the Absorption-Type Merger or the mutual company Surviving the Absorption-Type Merger at the location of its head office (Article 170, paragraph (1) of Insurance Business Act).

(a) Certified by the agency or office (Article 19 of the Commercial Registration Act)

(b) A written absorption-type merger agreement;

(c)The following documents on procedures on the Company Surviving the Absorption-Type Merger

a. Documents specified in Article 46 of the Commercial Registration Act;

b. In case of simplified merger of the stock company surviving an absorption-type merger, a document evidencing to meet the requirements thereof;

c. A document on procedures for protection of creditor under Insurance Business Act (Article 170, paragraph (1), item (i) to (iii) of the same Act, Article 80, item (iii) of the Commercial Registration Act, Article 17-16 of Order for Enforcement of Insurance Business Act).

d. In case where a company surviving an absorption-type merger is a stock company, a document evidencing that the amount of stated capital is recorded pursuant to the provisions of the Companies Act

(d) The following documents on procedures on the company extinguishing in an absorption-type merger;

a. Certificates of the matters registered of the company extinguishing in an absorption-type merger;

b. In case where the company extinguishing in an absorption-type merger is a stock company, in accordance with approval agency for merger agreement (see (1) C (a)), the minutes of the shareholders' meeting or class shareholders' meeting

c. In case where the company extinguishing in an absorption-type merger is a mutual company, minutes of a general meeting of members; (Article 80, item (vii) of the Commercial Registration Act, Article 17-16 of Order for Enforcement of Insurance Business Act)

d. A document on procedures for protection of creditors of Insurance Business Act (Article 170, paragraph (1), item (i) to (iii) of the same Act, Article 80, item (viii) of the Commercial Registration Act, Article 17-16 of Order for Enforcement of Insurance Business Act)

e. In case where the company extinguishing in an absorption-type merger is a stock company and the said stock company is a company issuing securities, document for Public Notice to Submit Securities;

f. In case where the company extinguishing in an absorption-type merger is a stock company and the said stock company is a company issuing share options, Document for Public Notice to Submit Share Option Certificates.

(e) In merger agreements, in case where the change of agreement conditions on insurance policies (excluding specified contracts.) is specified, the document evidencing that public notice under Article 254, paragraph (3) of Insurance Business Act is given (Article 170, paragraph (1), item (v) of the same Act).

B. A registration of incorporation due to consolidation-type merger

The following documents must be attached to the application for registration of incorporation of the stock company incorporated in a consolidation-type merger or the mutual company incorporated in a consolidation-type merger at the location of its head office or its principal office (Article 170, paragraph (2) of Insurance Business Act).

(a) A permit issued by a government office or a transcript of this certified by the agency or office (Article 19 of the Commercial Registration Act)

(b) A written consolidation-type merger agreement;

(c)The following documents on a company incorporated in a consolidation-type merger.

a. Articles of incorporation;

b. In case where the company incorporated in a consolidation-type merger is a stock company and if there is an administrator of shareholder register, a document evidencing conclusion of a contract with that person;

c. In case where directors at incorporation elect a representative director at incorporation, the documents thereon;

d. In case where the company incorporated in a consolidation-type merger is a company with a committee, the document on appointment of executive directors at incorporation and election of committee members at incorporation and a representative executive director;

e. A document certifying that the directors at incorporation, company auditors at incorporation and representative director at incorporation (with regard to a company

with a committee, directors at incorporation, committee members at incorporation, company auditors at incorporation and representative director at incorporation) have accepted the assumption of office;

f. In case where accounting advisors at incorporation or a financial auditor at incorporation have been elected, Documents related to Assumption of Office of Accounting Advisors etc.;

g. In case where there are the provisions that the special directors may adopt a resolution, a document certifying the appointment of the special directors and their consent to the assumption of office;

h. In case where the company incorporated in a consolidation-type merger is a stock company, the evidence that the amount of stated capital is recorded pursuant to the provisions of the Companies Act;

(d) The following documents on procedures on a company extinguishing in a consolidation-type merger:

a. A certificate of the matters registered of a company extinguishing in a consolidation-type merger;

b. In case where the company extinguishing in a consolidation-type merger is a stock company, in accordance with approval agency for merger agreement (see (1) C (a)), the minutes of the shareholders' meeting or class shareholders' meeting;

c. In case where the company extinguishing in a consolidation-type merger is a stock company, minutes of a general meeting of members (Article 81, item (vii) of the Commercial Registration Act, Article 17-16 of Order for Enforcement of Insurance Business Act);

d. A document on procedures for protection of creditors of Insurance Business Act (Article 170, paragraph (1), item (i) to (iii) of the same Act, Article 80, item (viii) of the Commercial Registration Act, Article 17-16 of Order for Enforcement of Insurance Business Act)

e. In case where the company extinguishing in an absorption-type merger is a stock company and the said stock company is a company issuing securities, document for Public Notice to Submit Securities;

f. In case where the company extinguishing in an absorption-type merger is a stock company and the said stock company is a company issuing share options, Document for Public Notice to Submit Share Option Certificates.

(e) Document of A (e)

3. Transitional Measures

It was determined that the provisions on Reorganization or merger whose or Reorganization plan or merger agreement document is prepared before Effective Date then in force shall remain applicable except for the matters to be registered of the registration thereof, and the provision of the

attachment in such case and the provisions on procedures on other registration then in force shall also remain applicable (Article 216, paragraph (33) and (62) of Arrangement Act).

Section 4. Registration of Reorganization and Merger of Securities Membership Corporations

1. Reorganization

(1). Procedures for Reorganization

A. Preparation and approval of Reorganization plan

It was determined that, in order to implement the Reorganization, a Membership-Type Financial Instruments Exchange shall prepare an Reorganization plan and obtain an approval thereon by a resolution of a general meeting (Article 101-2 of Securities Exchange Act):

(a) The purpose, name and the location of the principal office and the total number of authorized shares of the converted Stock Company-type Securities Exchange;

(b)Beyond (a), the matters specified by the articles of incorporation of the converted Stock Company-type Securities Exchange;

(c) The names of directors and a financial auditor of the converted Stock Company-type Securities Exchange;

(d) In case where the converted Stock Company-type Securities Exchange is a company with an accounting advisor or a company with an auditor, the name(s) of an accounting advisor at incorporation or an auditor at incorporation;

(e) The number of shares of the converted Stock Company-type Securities Exchange obtained by the members of the converting Membership-Type Financial Instruments Exchange and the calculation method thereof;

(f) The matters on allotment of the shares of (e);

(g) The amount of, and calculation method for, any money delivered to the members of the converting Membership-Type Financial Instruments Exchange;

(h) In case of (g), the matters on allotment of the said monies;

(i) The matters on the amount of the stated capital and reserves of the converted Stock Company-type Securities Exchange; and

(j) The Effective Date and other matters specified by a Cabinet Office Ordinance.

B. Procedures for protection of creditors

The converting Membership-Type Financial Instruments Exchange must, as before amendment, give notice to the effect of Reorganization in official gazette, and issue a demand separately to each known creditor of this (Article 101-4 of Securities Exchange Act).

C. Issuance of shares in Reorganization

The converting Membership-Type Financial Instruments Exchange may, at the time of Reorganization, issue shares of the Stock Company-Type Financial Instruments Exchange, in addition to allotting shares of A (e). (Article 101-9 of Securities Exchange Act).

With regard to the procedures in such case, as the same with the cases of the Companies Act, amendments were made, including expansion of range of Property Contributed in Kind that

requires no investigation by an inspector and abolishment of obligation for certificate of deposit of paid money etc. (Article 101-10-7, paragraph (3) of Securities Exchange Act, Article 207 of the Companies Act, Article 101-9, paragraph (2) of the former Insurance Business Act, and Article 189 of the former Commercial Code).

D. Effectuation of Reorganization

Reorganization will become effective on Effective Date (Article 101-13 of Securities Exchange Act).

E. The amount of stated capital

It was determined that the amount that should be included in the stated capital of a Stock Company-Type Financial Instruments Exchange after Reorganization shall be the amount of funds of Membership-Type Financial Instruments Exchange immediately before Reorganization (Article 101-7 of Securities Exchange Act, Article 6-4 of Cabinet Office Ordinance on Securities Exchange and Securities Exchange Holding Companies).

(2)Procedures for registration of Reorganization

It was determined that the following documents must be attached to application for registration for incorporation of the converted Stock Company-type Securities Exchange at the location of the head office in addition to the documents specified in Article 46 of the Commercial Registration Act (Article 101-14, paragraph (2) of Securities Exchange Act).

A. A permit issued by a government office or a transcript of this certified by the agency or office (Article 19 of the Commercial Registration Act);

B. Reorganization plan;

C. Articles of incorporation;

D. Minutes of a general meeting for Reorganization of Membership-type Securities Exchange;

E. A document on procedures for protection of creditors; and

F.A document evidencing the amount of net capital in existence in the converting Membership-type Securities Exchange; on Effective Date;

Additionally, as the rules that the total amount of issue value of the shares of the converting Stock Company-Type Financial Instruments Exchange may not exceed the total amount of net capital in existence in the converting Membership-Type Financial Instruments Exchange (see Article 101-7, paragraph (1)) is abolished, it is not required to investigate the amount of the net capital.

G. A document evidencing consent to assume office by directors of the converted Stock Company-type Securities Exchange (for a company with auditors, directors and auditors);

H. In case where accounting advisors or a financial auditor of the converted Stock Company-type Securities Exchange is appointed, Documents Related to Assumption of Office of Accounting Advisors etc.;

I. If there is an administrator of shareholder register, a document evidencing conclusion of a contract with that person;

J. In case where shares are issued at the time of Reorganization, the document similar to the one pursuant to the provisions of Article 56 of the Commercial Registration Act)

2. Merger

(1) Procedures for merger

A. Parties concerned

As before amendment, a Membership-Type Financial Instruments Exchange may merge with a Stock Company-Type Financial Instruments Exchange. In this case, the Financial Instruments Exchange surviving an absorption-type merger or financial Instruments Exchange incorporated in a consolidation-type merger must be a Stock Company-Type Financial Instruments Exchange (Article 136 of Securities Exchange Act).

B. Merger agreement

It was determined that the following matters must be specified for merger agreements according to the classification listed as follows:

(a) Absorption-type merger (Article 139 of Securities Exchange Act),

a. Trade name and names and address of the parties concerned;

b. When a Stock Company-Type Financial Instruments Exchange Surviving an Absorption-Type Merger delivers shares etc. to members of the Membership-Type Financial Instruments Exchange Extinguished upon an Absorption-Type Merger, the following matters concerning said Shares, etc.:

(a) when the said Shares, etc. are the shares of the Stock Company-Type Financial Instruments Exchange Surviving an Absorption-Type Merger, the number of said shares or the method of calculating such number, and matters concerning the amount of the stated capital and reserve funds of the Stock Company-Type Financial Instruments Exchange Surviving an Absorption-Type Merger; and

(b) When the said Shares, etc. are money, the amount of said money or the method of calculating such amount.

c. In case of b, the matters on allotment of the said shares;

d. The Effective Date and other matters specified by a Cabinet Office Ordinance.

(b) Consolidation-type merger (Article 139-2 of Securities Exchange Act)

a. Trade name and names and address of the parties concerned;

b. The purpose, name and the location of the principal office and the total number of authorized shares of a Stock Company-Type Financial Instruments Exchange Established by a Consolidation-Type Merger;

c. In addition to b, the matters specified in the articles of incorporation of the Stock Company-Type Financial Instruments Exchange Established by a Consolidation-Type Merger;

d. The names of the persons who become directors at the time of the establishment of the Stock Company-Type Financial Instruments Exchange Established by a Consolidation-

Type Merger, and the name of a financial auditor at the time of its establishment;

e. When a Stock Company-Type Financial Instruments Exchange Established by a Consolidation-Type Merger is a company with accounting advisors or a company with company auditors the names of accounting advisors at the time of the establishment or the names of auditors at the time of the establishment; or

f. The number of shares of a Stock Company-Type Financial Instruments Exchange Established by a Consolidation-Type Merger which said Stock Company-Type Financial Instruments Exchange Established by a Consolidation-Type Merger delivers to members of the Membership-Type Financial Instruments Exchange Extinguished upon a Consolidation-Type Merger or shareholders of the Stock Company-Type Financial Instruments Exchange Extinguished upon a Consolidation-Type Merger in lieu of their equity or shares, at the time of the Consolidation-Type Merger, or the method of calculating such number; and the matters concerning the amount of the stated capital and reserve funds of the Stock Company-Type Financial Instruments Exchange Established by a Consolidation-Type Merger;

g. Matters on allotment of the shares of f;

h. In case where a Stock Company-Type Financial Instruments Exchange extinguished in a consolidation-type merger issues shares option, the contents etc. of share options or monies of the Stock Company-Type Financial Instruments Exchange established in a consolidation-type merger in place of the said shares option that the Stock Company-Type Financial Instruments Exchange established in a consolidation-type merger delivered to the holders of share options; and

i. In case of h, the matters on allotment of the said share options or monies;

C. Approval of merger agreement in a Membership-Type Financial Instruments Exchange

A Membership-Type Financial Instruments Exchange Extinguished upon an Absorption-Type Merger must obtain approval for an Absorption-Type Merger agreement or a consolidation-type merger by a special resolution of a general meeting of members (Article 139-3, paragraph (3) and (4), Article 139-5, paragraph (3) and (4) of Securities Exchange Act).

D. Approval of merger agreement in a Stock Company-Type Financial Instruments Exchange

(a) Approval in the Stock Company-Type Financial Instruments Exchange surviving in an absorption-type merger

a. Special resolution by the shareholders' meeting

A Stock Company-Type Financial Instruments Exchange Surviving an Absorption-Type Merger shall obtain approval for the Absorption-Type Merger agreement by a resolution of a shareholders meeting, by the day immediately preceding the Effective Date (Article 139-8, paragraph (1) and (4) of Securities Exchange Act).

b. A special resolution by class shareholders' meeting

It was determined that, in case of delivering the shares with restriction on transfer of A Stock Company-Type Financial Instruments Exchange Surviving an Absorption-Type Merger to the members of Membership-Type Financial Instruments Exchange Extinguished upon an Absorption-Type Merger as considerations of merger, the absorption-type merger shall not become effective without receiving a special resolution of the class shareholders' meeting of the said shares with restriction on transfer (Article 139, paragraph (3) and (5) of Securities Exchange Act).

c. In case where the resolution of the shareholders' meeting is not required

It was determined that, in case where the requirements for simplified merger (see Article 136, paragraph (3) of the former Securities Exchange Act) are eased and the sum up of the shares and monies delivered to the members of the Membership-Type Financial Instruments Exchange Extinguished upon an Absorption-Type Merger does not exceed one-fifth (in case where a lesser proportion is prescribed in the articles of incorporation of the said company, such proportion) of the amount specified by the Cabinet Order as the amount of net capital of the Stock Company-Type Financial Instruments Exchange Surviving an Absorption-Type Merger, resolution by the general meeting of the Credit Union survived in an absorption-type merger shall not be required (main clause of Article 139-9, paragraph (1) of Securities Exchange Act, Article 25-10 of a Cabinet Office Ordinance on Securities Exchange and Securities Exchange Holding Companies; provided, however, in case of delivering the shares with restriction on transfer of the Stock Company-Type Financial Instruments Exchange Surviving an Absorption-Type Merger as considerations of merger and he Stock Company-Type Financial Instruments Exchange Surviving an Absorption-Type Merger is not a public company, the resolution of the shareholders' meeting may not be omitted (proviso of Article 139-9, paragraph (1) of Securities Exchange Act).

Furthermore, in case where the shareholders that have the number of shares specified by Cabinet Order give notice to the effect that they are opposed to the merger to a Stock Company-Type Financial Instruments Exchange Surviving an Absorption-Type Merger, the resolution of the shareholders' meeting may not also be omitted (Article139-9, paragraph (2) of Securities Exchange Act, Article 25-10 of a Cabinet Office Ordinance on Securities Exchange and Securities Exchange Holding Companies).

(b) Approval in A Stock Company-Type Financial Instruments Exchange Extinguished upon a Consolidation-Type Merger

a. Special resolution by the shareholders' meeting

A Stock Company-Type Financial Instruments Exchange Extinguished upon a Consolidation-Type Merger shall obtain approval for the Consolidation-Type Merger

agreement by a resolution of a shareholders meeting (Article 139-15, paragraph (1) and (2) of Securities Exchange Act).

b. Special resolution by shareholders' meeting or class shareholders' meeting

It was determined that, in case where the Stock Company-Type Financial Instruments Exchange Extinguished upon a Consolidation-Type Merger is a public company other than a Company with Classes of Shares and their considerations are the shares with restriction on transfer etc., the said Consolidation-Type Merger shall not come into effect without a resolution of a class shareholders meeting consisting of class shareholders of the class of shares subject to the allotment of the shares with restriction on transfer (excluding the shares with restriction on transfer) (Article 139-15, paragraph (4) and (5) of Securities Exchange Act).

E. Procedures for a Stock Company-Type Financial Instruments Exchange Established by a Consolidation-Type Merger

Election of Representative Directors at Incorporation or Committee Members at Incorporation, executive officers at incorporation and representative executive officer at incorporation must be made by resolution of a majority of the directors at incorporation of a Stock Company-Type Financial Instruments Exchange Established by a Consolidation-Type Merger (Article 47 and Article 48 of the Companies Act, Article 139-20, paragraph (1) of Securities Exchange Act).

F. Public notice to submit securities and public notice to submit share option certificates

The Stock Company-Type Financial Instruments Exchange Extinguished upon a Consolidation-Type Merger must, as the same with the cases of the merger pursuant to the provisions of the Companies Act, carry out the procedures for public notice to submit securities etc. and the ones for public notice to submit share option certificates etc. (Article 144, paragraph (1) of Securities Exchange Act, Article 219, paragraph (1), item (vi) and Article 293, paragraph (1), item (iii) of the Companies Act)

G. Procedures for protection of creditors

The procedures for protection of creditors that the Financial Futures Membership Corporation must perform upon merger shall be the same with the case of merger between stock companies (Article 789 etc. of the Companies Act) (Article 139-3, paragraph (5) and (6), Article 139-5, paragraph (5) and (6), Article 139-12, and Article 139-19 of Securities Exchange Act).

H. Effectuation of merger

It was determined that absorption-type merger shall come into effect not on the date of registration but on the Effective Date (Article 142, paragraph (2) of Securities Exchange Act).

Consolidation-type merger shall come into effect on the date of registration as before amendment (Article 142, paragraph (4) of Securities Exchange Act).

I. The amount of capital

The matters concerning the accounting at the time of a merger shall be specified by Article

27-5 and Article 27-9 of a Cabinet Office Ordinance on Securities Exchange and Securities Exchange Holding Companies.

(2)Procedures for Registration of Merger

A. Registration of change due to an absorption-type merger

The following documents must be attached to the application for registration of change of stock company-type Exchange survived in absorption-type merger at the location of its head office (Article 145, paragraph (2) of Securities Exchange Act, Article 80 of the Commercial Registration Act, Article 19-3-10, paragraph (2) of Order for Enforcement of Securities Exchange Act:

(a)A permit issued by a government office or a transcript of this certified by the agency or office (Article 19 of the Commercial Registration Act)

(b) A written absorption-type merger agreement;

(c)The following documents on procedures on a Stock Company-Type Financial Instruments Exchange Surviving an Absorption-Type Merger

a. Documents specified in Article 46 of the Commercial Registration Act;

b. In case of simplified merger of the stock company surviving an absorption-type merger, a document evidencing to meet the requirements thereof;

c. A document on procedures for protection of creditors

d. A document evidencing the amount of stated capital is recorded pursuant to the provisions of Article 143, paragraph (2) of Securities Exchange Act; (d) The following documents on procedures on the stock company surviving an absorption-type merger

a. Certificate of the matters registered of the Membership-Type Financial Instruments Exchange Extinguished upon an Absorption-Type Merger;

b. Minutes of a general meeting concerning merger of the Membership-Type Financial Instruments Exchange Extinguished upon an Absorption-Type Merger;

c. A document on procedures for protection of creditors

B. A registration of incorporation due to consolidation-type merger

The following documents must be attached to the application for registration of establishment of a Stock Company-Type Financial Instruments Exchange Established by a Consolidation-Type Merger at the location of its head office (Article 145, paragraph (2) of Securities Exchange Act, Article 81 of the Commercial Registration Act, Article 19-3-10, paragraph (2) of Order for Enforcement of Securities Exchange Act).

(a) A permit issued by a government office or a transcript of this certified by the agency or office (Article 19 of the Commercial Registration Act);

(b) A written consolidation-type merger agreement;

(c) The following documents on a Stock Company-Type Financial Instruments Exchange Established by a Consolidation-Type Merger:

a. Articles of incorporation;

b. If there is an administrator of shareholder register, a document evidencing conclusion

of a contract with that person;

c. In case where directors at incorporation elect a representative director at incorporation, the documents thereon;

d. a Stock Company-Type Financial Instruments Exchange Established by a Consolidation-Type Merger is a company with a committee, the document on a document on election of the executive officers at incorporation, and the appointment of the committee members at incorporation and representative executive officer at incorporation;

e. A document certifying that the directors at incorporation, company auditors at incorporation and representative director at incorporation (with regard to a company with a committee, directors at incorporation, committee members at incorporation, company auditors at incorporation and representative director at incorporation) have accepted the assumption of office;

f. In case where accounting advisors at incorporation or a financial auditor at incorporation have been elected, Documents related to Assumption of Office of Accounting Advisors etc.;

g. In case where there are the provisions that the special directors may adopt a resolution, a document certifying the appointment of the special directors and their consent to the assumption of office; and

h. a document evidencing the amount of stated capital is recorded pursuant to the provisions of Article 143, paragraph (2) of Securities Exchange Act;

(d)The following documents on procedures of corporations extinguishing in the consolidation-type merger;

a. Certificate of the matters registered of corporations extinguishing in the consolidation-type merger;

b. The minutes of the shareholders' meeting or class shareholders' meeting in the Stock Company-Type Financial Instruments Exchange Extinguished upon a Consolidation-Type Merger;

c. Minutes of a general meeting of members concerning a merger of a Membership Securities Exchange extinguished in consolidation-type merger;

d. A document on procedures for protection of creditors;

e. In case where a Stock Company-Type Financial Instruments Exchange Extinguished upon a Consolidation-Type Merger is a company issuing securities, document for Public Notice to Submit Securities; and

f. a Stock Company-Type Financial Instruments Exchange Extinguished upon a Consolidation-Type Merger is a company issuing share options, Document for Public Notice to Submit Share Option Certificates.

3. Transitional Measures

It was determined that the provisions on merger or Reorganization whose merger agreement or

Reorganization plan document is prepared before Effective Date then in force shall remain applicable except for the matters to be registered of the registration thereof, and the provision of the attachment in such case and the provisions on procedures on other registration then in force shall also remain applicable (Article 181, paragraph (9) and (21) of Arrangement Act).

Section 5. Registration of of Reorganization and Merger of a Financial Futures Membership Corporation

The procedures on Reorganization and merger of Financial Futures Membership Corporation and registration of these shall be similar to the ones for Financial Futures Membership Corporation (see Section 4), excluding the following matters:

1. With regard to procedures for protection of creditors in case of Reorganization or merger and in case where the system to omit separate notices is created and in case where the public notice is given other than in the official gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice pursuant to the provisions of the articles of incorporation, separate notices are not required to be given (Article 124, paragraph (3), Article 144, paragraph (5), Article 144-3, paragraph (5), Article 144-10, and Article 144-17 of Commodity Exchange Act).
2. Reorganization or an absorption-type merger will become effective on Effective Date on the later of the Effective Date or the day of the obtainment of the approval of the competent minister (Article 135 and Article 148, paragraph (1) of Commodity Exchange Act).

Section 6. Registration of Reorganization of a Financial Futures Membership Corporation

The procedures for Reorganization and registration of Reorganization of a financial futures membership corporation shall be the same with the ones for Membership-Type securities Exchange (Article 34-5 to the end of Financial Futures Trading Act (Act No. 77 of 1988).

Section 7. Registration of Reorganization of Invested Agricultural Cooperative

1. Procedures for Reorganization

(1) Preparation and approval of Reorganization plan

It was determined that, in order to implement the Reorganization, capitalized invested agricultural cooperative shall prepare an Reorganization plan, specify the following matters and obtain an approval thereon by a special resolution of a general meeting (Article 73-3 of Agricultural Cooperatives Act).

A. The purpose, name and the location of the principal office and the total number of authorized shares of the converted stock company;

B. Beyond A, the matters specified by the articles of incorporation of the converted stock company;

C. Name of directors of the converted stock company;

D. In case where the Converted Stock Company is a company with accounting advisors, a company with auditors or a company with financial auditor, the names of accounting advisors, auditors or a financial auditor of the Converted Stock Company;

E. The number of shares to be acquired by the partners of the converting invested agricultural

cooperative or the method of calculating such number;

F. The matters on allotment of the shares of E;

G. In case of paying money

To the partner of the converted invested agricultural cooperative, the amount and the calculation method thereof;

H. In case of g, the matters on allotment of the said monies;

I. Effective Date and other matters specified by a Cabinet Order.

(1) Procedures for protection of creditors

It was determined that, with regard to procedures for protection of creditors in case of Reorganization or merger and in case where the system to omit separate notices is created and in case where the public notice is given other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice pursuant to the provisions of the articles of incorporation, separate notices are not required to be given (Article 73-3, paragraph (5) and Article 49, paragraph (3) of Agricultural Cooperatives Act).

(2) Effectuation of Reorganization

Reorganization will become effective on Effective Date (Article 73-11 of Agricultural Cooperatives Act).

2. Procedures for registration of Reorganization

It was determined that the following documents must be attached to application for registration of the converted stock company for incorporation at the location of the head office in addition to the documents specified in Article 46 of the Commercial Registration Act

(1) Reorganization plan;

(2) Articles of incorporation;

(3) Minutes of the general meeting of capitalized invested agricultural cooperative

(4) A document evidencing consent to assumption of office of directors of the converted stock company (for a company with auditors, directors and auditors);

(5) In case where accounting advisors or a financial auditor of the financial institution of the converted stock company is appointed, Documents Related to Assumption of Office of Accounting Advisors etc.;

(6) If there is an administrator of shareholder register, a document evidencing conclusion of a contract with that person; and

(7) A document on procedures for protection of creditors.

3. Transitional Measures

(1) Reorganization to a stock company

It was determined that the provisions then in force shall remain applicable to the ones on Reorganization from invested agricultural cooperative to a stock company in case where procedures for calling a general meeting are commenced before the Effective Date, excluding

the matters to be registered for such registration, and also to the procedures the documents to be attached thereto and other registration in such case (Article 350, paragraph (13) and (27) of Arrangement Act).

(2) Reorganization to company with limited liability

It was determined that the resolution and other procedures carried out before the Effective Date with regard to Reorganization of capitalized invested agricultural cooperative to a company with limited liability will cease to be effective without effectuation of the said Reorganization before the Effective Date (Article 350, paragraph (14) of Arrangement Act).

Section 8. Registration of Reorganization of Business Cooperative

1. Procedures for Reorganization

(1) Preparation and approval of Reorganization plan

It was determined that, in order to implement the Reorganization, business cooperatives, enterprise cooperatives or cooperative partnerships (hereinafter referred to as "Cooperatives" in Section 8.) shall prepare an Reorganization plan, specify the following matters and obtain an approval thereon by a special resolution of a general meeting (Article 100-4 of Enterprise Association Act)

A. The purpose, name and the location of the principal office and the total number of authorized shares of the converted stock company

B. B. Beyond A, the matters specified by the articles of incorporation of the converted stock company;

C. Name of directors of the converted stock company;

D. In case where the Converted Stock Company is a company with accounting advisors, a company with auditors or a company with financial auditor, the names of accounting advisors, auditors or a financial auditor of the Converted Stock Company;

E. The number of shares to be acquired by the partners of the converting cooperative or the method of calculating such number;

F. The matters on allotment of the shares of E;

G. The amount of, and calculation method for, any money granted to the partners of the converting cooperative;

H. In case of g, the matters on allotment of the said monies;

I. The matter on the amount of the stated capital and reserves of the converted stock company;

J. Effective Date; and

K. Other matters prescribed by Ordinance of the competent ministry

(2) Procedures for protection of creditors

It was determined that, with regard to procedures for protection of creditors in case of Reorganization or merger and in case where the system to omit separate notices is created and in case where the public notice is given other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice pursuant to the provisions of the articles of incorporation, separate notices are not

required to be given (Article 100-5, paragraph (4) of Enterprise Association Act).

(3) Effectuation of Reorganization

Reorganization will become effective on Effective Date (Article 100-10 of Enterprise Association Act).

2. Procedures for registration of Reorganization

It was determined that the following documents must be attached to application for registration of the converted stock company for incorporation at the location of the head office in addition to the documents specified in Article 46 of the Commercial Registration Act (Article 100-14 of Enterprise Association Act).

(1) Reorganization Plan;

(2) Articles of incorporation;

(3) Minutes of the general meeting of Cooperatives;

(4) A document evidencing consent to assume office by directors of the converted stock company (in case of a company with company auditors, directors and company auditors);

(5) In case where accounting advisors or a financial auditor of the converted stock company is appointed, Documents Related to Assumption of Office of Accounting Advisors etc.

(6) If there is an administrator of shareholder register, a document evidencing conclusion of a contract with that person;

(7) A document evidencing that public notice is given pursuant to the provisions of Article 100-5 of Enterprise Association Act).

(8) A document on procedures for protection of creditors

3. Transitional Measures

(1) Reorganization to a stock company

It was determined that the provisions on merger or conversion whose merger agreement or conversion plan document is prepared before Effective Date then in force shall remain applicable except for the matters to be registered of the registration thereof, and the provision of the attachment in such case and the provisions on procedures on other registration then in force shall also remain applicable (Article 414, paragraph (6) and (20) of Arrangement Act).

(2) Reorganization to company with limited liability

It was determined that the resolution and other procedures carried out before the Effective Date with regard to Reorganization of Cooperatives to a company with limited liability will cease to be effective without effectuation of the said Reorganization before the Effective Date (Article 414, paragraph (7) of Arrangement Act).

Part 4. Others

Section 1. Abolishment of Restrictions on Similar Trade Names

1. Abolishment of restriction on Use of Similar Trade Names

All the restrictions on Use of Similar Trade Names for investment corporations, Shinkin Banks and other corporations including companies (see Article 19 of the former Commercial Code, Article 27 of the former Commercial Registration Act, Article 85 of the former Shinkin Bank Act).

2. Abolishment of provisional registration systems of trade names

It was determined that all the provisional registration systems of trade names were abolished for investment corporations, mutual companies and specific purpose companies(including special former specified purpose companies of Article 230, paragraph (1) of Arrangement Act) including companies (see Article 182 etc. of the former Investment Trust Act, Article 35 to Article 41 of the former Commercial Registration Act); provided, however, that the provisions on extension of scheduled period for provisional registration of the trade names filed before the Effective Date (including the ones concerning the applications filed before the Effective Date.), cancellation of provisional registration of trade names, recovery of deposits and belonging to national treasury etc., the in force shall remain applicable (Article 192, paragraph (38) etc. of Arrangement Act, Article 2 of Development Ordinance Related to the Ministry of Justice).

3. Prohibition of registration of identical trade names etc. at identical locations

It was clarified that identical trade names or identical names may not be registered at all the identical locations for companies and other corporations (Article 151 etc. of Intermediate Corporation Act, Article 27 of the Commercial Registration Act).

Section 2. Abolishment of Abolishment of System for Joint Representation and Joint Agency

1. Abolishment of joint representation system

With regard to juridical person listed in Article 7, paragraph (1), item (ii) of Supplementary Provisions of Amendment Ordinance, joint representation system of the representatives was abolished. In line with this, it was determined that a registrar must, ex officio, cancel all the registration on the provisions on joint representation that should not be registered (See the same item. The Ministry of Justice, the Civil Affairs Bureau, the Commercial Affairs Division No. 103 as of January 19, 2006, notification by the Director-General of the Civil Affairs Bureau); provided however, that with regard to intermediate corporations (Article 45, paragraph (3) and Article 103, paragraph (3) etc. of Intermediate Corporation Act etc.) and incorporated management association and incorporated housing complex association (Article 49, paragraph (4) and Article 66 of Act on Building Unit Ownership (Act No. 69 of April 4, 1962), the system for joint representation of the representatives and the registration thereof was retained.

Additionally, with regard to the corporation for which such provision is the matters to be registered if there are any provisions regarding the scope and limitation on the authority of representation, such provisions, as before amendment, such corporation may register to the effect that several directors should jointly represent the corporation (the column of a Consignor Protection Membership Corporation of Appended Table 1 of Order for Registration of Associations etc.)

2. Abolishment of system for conjoint representative of agent

With regard to juridical person listed in Article 7, paragraph (1), item (i) of Supplementary Provisions of Amendment Ordinance, all the systems for conjoint representative of counselor and other agents was abolished. In line with this, it was determined that a registrar must, ex officio, cancel all the registration on the provisions on conjoint representative that should not be registered (See the same item. The Ministry of Justice, the Civil Affairs Bureau, the Commercial Affairs Division No. 103 as of January 19, 2006, notification by the Director-General of the Civil Affairs Bureau.)

Section 3. Simplification etc. of Matters to Be Registered at the Location of the Secondary Office

1. Simplification of the matters to be registered at the location of the secondary office

The following matters to be registered at the branch or the secondary office of corporations shall be limited to the trade names or names, and the location of the head office or the principal office, and the branch or the secondary office (limited to the ones within the jurisdictional district of the said registry office) of the corporation.

Shinkin Bank and federation of Shinkin Banks

(1) Labour Bank and federation of Labour Bank

(2) Mutual company

(3) Specific purpose companies(including special former specified purpose companies of Article 230, paragraph (1) of Arrangement Act)

(4) Agricultural cooperatives, federation of agricultural cooperatives, Invested agricultural cooperative and The Central Union of Agricultural Co-operatives

(5) Fishery cooperatives, Fisheries cooperative association, Federations of fisheries cooperatives, Fishery processing cooperatives, Federations of fishery processing cooperatives and Federation of mutual aid fisheries cooperatives

(6) Export fisheries cooperatives

(7) The Shoko Chukin Bank

(8) Small and Medium-Sized Enterprise Cooperatives, federation of small business associations, Exporter associations, importer, Cooperative associations, commercial and industrial cooperatives, federations of commercial and industrial cooperatives associations, and Research Association for Mining and Manufacturing Technology

2. Registration of transfer of the principal office

Upon registration of transfer of the head office or the principal office, as the same with the registration of transfer of the head office of a company, in case where there is already the registration of it branch or secondary office within the jurisdiction the registry office having jurisdiction over the new location, the registration record of the said corporation must be closed (Article 7 of the Corporate Registration Regulations, Article 3 of Specified Purpose Companies Registration Regulations, Article 65, paragraph (4) of Commercial Registration Regulation).

The provisions on the remaining corporations (excluding companies), and investment limited partnerships and limited liability partnership shall be as before amendment (see Article 8 of the Corporate Registration Regulations).

3.Transitional Measures

(1) Cancellation by person's own authority

In line with amendment of 1, it was determined that a registrar must, ex officio, cancel the matters that are no longer the matters to be registered at the location of the branch or the secondary office（See Article 7, paragraph (2) of Supplementary Provisions of Amendment Ordinance. See the Ministry of Justice, the Civil Affairs Bureau, the Commercial Affairs Division No. 103 as of January 19, 2006, notification by the Director-General of the Civil Affairs Bureau).

(2) Transfer of registration of counselor and other agents

With regard to the corporations listed in 1 which has registration of its counselor and other agents, as the registration of the said agents filed at the location of its branch or its secondary office before Effective Date shall be deemed as the one filed at the location of its head office or its principal office on the date of such registration, it was determined that a registrar must, ex officio, transfer the said registration and the record concerning the seal impression to the registry office having jurisdiction over the location of its head office or its principal office, (See Article 194, paragraph (24) of Arrangement Act etc., Article 7, paragraph (1), item (v) and (vi) of Supplementary Provisions of Amendment Ordinance. See the Ministry of Justice, the Civil Affairs Bureau, the Commercial Affairs Division No. 103 as of January 19, 2006, notification by the Director-General of the Civil Affairs Bureau).