会社更生法

Corporate Reorganization Act

（平成十四年十二月十三日法律第百五十四号）

(Act No. 154 of December 13, 2002)

会社更生法（昭和二十七年法律第百七十二号）の全部を改正する。

The Corporate Reorganization Act (Act No. 172 of 1952) is hereby fully revised.

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（目的）

(Purpose)

第一条　この法律は、窮境にある株式会社について、更生計画の策定及びその遂行に関する手続を定めること等により、債権者、株主その他の利害関係人の利害を適切に調整し、もって当該株式会社の事業の維持更生を図ることを目的とする。

Article 1 The purpose of this Act is to appropriately coordinate the interests of creditors, shareholders, and other interested persons of stock companies in financial difficulty by specifying procedures concerning establishing and implementing reorganization plans, with the aim of enabling stock companies to reorganize and remain in business.

（定義）

(Definitions)

第二条　この法律において「更生手続」とは、株式会社について、この法律の定めるところにより、更生計画を定め、更生計画が定められた場合にこれを遂行する手続（更生手続開始の申立てについて更生手続開始の決定をするかどうかに関する審理及び裁判をする手続を含む。）をいう。

Article 2 (1) The term "reorganization proceeding" as used in this Act means the process of establishing a reorganization plan for a stock company, and of implementing the reorganization plan once that plan has been established, as prescribed in this Act (including the process of conducting proceedings and arriving at a judicial decision as to whether to issue a ruling to commence reorganization in response to a petition to commence a reorganization).

２　この法律において「更生計画」とは、更生債権者等又は株主の権利の全部又は一部を変更する条項その他の第百六十七条に規定する条項を定めた計画をいう。

(2) The term "reorganization plan" as used in this Act means a plan that establishes provisions for modifying the whole or part of the rights of secured or unsecured reorganization creditors or of shareholders, and which establishes the other provisions prescribed in Article 167.

３　この法律において「更生事件」とは、更生手続に係る事件をいう。

(3) The term "reorganization case" as used in this Act means a case involving reorganization proceedings.

４　この法律において「更生裁判所」とは、更生事件が係属している地方裁判所をいう。

(4) The term "reorganization court" as used in this Act means a district court before which a reorganization case is pending.

５　この法律（第六条、第四十一条第一項第二号、第百五十五条第二項、第百五十九条、第二百四十六条第一項から第三項まで、第二百四十八条第一項から第三項まで、第二百五十条並びに第二百五十五条第一項及び第二項を除く。）において「裁判所」とは、更生事件を取り扱う一人の裁判官又は裁判官の合議体をいう。

(5) The term "court" as used in this Act (excluding Article 6, Article 41, paragraph (1), item (ii), Article 155, paragraph (2), Article 159, Article 246, paragraph (1) through paragraph (3), Article 248, paragraph (1) through paragraph (3), Article 250, and Article 255, paragraph (1) and paragraph (2)) means the judge or panel of judges handling a reorganization case.

６　この法律において「開始前会社」とは、更生裁判所に更生事件が係属している株式会社であって、更生手続開始の決定がされていないものをいう。

(6) The term "company awaiting reorganization" as used in this Act means a stock company that has a reorganization case pending before the reorganization court but for which a ruling to commence reorganization has not yet been issued.

７　この法律において「更生会社」とは、更生裁判所に更生事件が係属している株式会社であって、更生手続開始の決定がされたものをいう。

(7) The term "reorganizing company" as used in this Act means a stock company that has a reorganization case pending before the reorganization court but for which a ruling to commence reorganization has been issued.

８　この法律において「更生債権」とは、更生会社に対し更生手続開始前の原因に基づいて生じた財産上の請求権又は次に掲げる権利であって、更生担保権又は共益債権に該当しないものをいう。

(8) The term "reorganization claim" as used in this Act means a claim on assets arising against a reorganizing company due to a cause occurring prior to the commencement of the reorganization as well as any of the following rights, if this does not fall within under the category of a secured reorganization claim or common-benefit claim:

一　更生手続開始後の利息の請求権

(i) a claim to interest after the commencement of the reorganization;

二　更生手続開始後の不履行による損害賠償又は違約金の請求権

(ii) a claim to damages or a penalty for default after the commencement of the reorganization;

三　更生手続参加の費用の請求権

(iii) a claim to expenses for participation in the reorganization;

四　第五十八条第一項（同条第二項において準用する場合を含む。）に規定する債権

(iv) a claim as prescribed in Article 58, paragraph (1) (including as applied mutatis mutandis pursuant to paragraph (2) of the same Article);

五　第六十一条第一項の規定により双務契約が解除された場合における相手方の損害賠償の請求権

(v) a claim to damages from the other party if a bilateral contract is cancelled pursuant to the provisions of Article 61, paragraph (1);

六　第六十三条において準用する破産法（平成十六年法律第七十五号）第五十八条第二項の規定による損害賠償の請求権

(vi) a claim to damages under the provisions of Article 58, paragraph (2) of the Bankruptcy Act (Act No. 75 of 2004) as applied mutatis mutandis pursuant to Article 63;

七　第六十三条において準用する破産法第五十九条第一項の規定による請求権（更生会社の有するものを除く。）

(vii) a claim under the provisions of Article 59, paragraph (1) as applied mutatis mutandis pursuant to Article 63 (excluding the claim held by the reorganizing company); and

八　第九十一条の二第二項第二号又は第三号に定める権利

(viii) a right prescribed in Article 91-2, paragraph (2), item (ii) or item (iii);

９　この法律において「更生債権者」とは、更生債権を有する者をいう。

(9) The term "reorganization creditor" as used in this Act means a person that has a reorganization claim.

１０　この法律において「更生担保権」とは、更生手続開始当時更生会社の財産につき存する担保権（特別の先取特権、質権、抵当権及び商法（明治三十二年法律第四十八号）又は会社法（平成十七年法律第八十六号）の規定による留置権に限る。）の被担保債権であって更生手続開始前の原因に基づいて生じたもの又は第八項各号に掲げるもの（共益債権であるものを除く。）のうち、当該担保権の目的である財産の価額が更生手続開始の時における時価であるとした場合における当該担保権によって担保された範囲のものをいう。ただし、当該被担保債権（社債を除く。）のうち利息又は不履行による損害賠償若しくは違約金の請求権の部分については、更生手続開始後一年を経過する時（その時までに更生計画認可の決定があるときは、当該決定の時）までに生ずるものに限る。

(10) The term "secured reorganization claim" as used in this Act means a claim secured under any security right (limited to a special statutory lien, pledge, mortgage, or a right of retention under the provisions of the Commercial Code (Act No. 48 of 1899) or the Companies Act (Act No. 86 of 2005)) on the assets of a reorganizing company which exists at the time of the commencement of the reorganization, and which has arisen from a cause occurring prior to the commencement of the reorganization or a claim stated in one of the items of paragraph (8) (other than one which is a common-benefit claim), to the extent that the claim is secured by the security right on the assumption that the assets that are the subject matter of the security right retains their market value as of the time of commencement of reorganization; provided, however, that any claim to interest, or damages or a penalty for default, which forms part of the secured claim (excluding a corporate bond), is limited to claims that have arisen before one year elapses after the commencement of the reorganization (or before a ruling confirming the reorganization plan is made if that order is made within the relevant one-year period).

１１　この法律において「更生担保権者」とは、更生担保権を有する者をいう。

(11) The term "secured reorganization creditor" as used in this Act means a person that has a secured reorganization claim.

１２　この法律において「更生債権等」とは、更生債権又は更生担保権をいう。ただし、次章第二節においては、開始前会社について更生手続開始の決定がされたとすれば更生債権又は更生担保権となるものをいう。

(12) The term "secured or unsecured reorganization claim" as used in this Act means a reorganization claim or secured reorganization claim; provided, however, that in Section 2 of the following Chapter, the term means any claim that would become a reorganization claim or a secured reorganization claim if a ruling to commence reorganization were to be issued for a company awaiting reorganization.

１３　この法律において「更生債権者等」とは、更生債権者又は更生担保権者をいう。ただし、次章第二節においては、開始前会社について更生手続開始の決定がされたとすれば更生債権者又は更生担保権者となるものをいう。

(13) The term "secured or unsecured reorganization creditor" as used in this Act means a reorganization creditor or a secured reorganization creditor; provided, however, that in Section 2 of the following Chapter, the term means any person that would become a reorganization creditor or a secured reorganization creditor if a ruling to commence reorganization were to be issued for a company awaiting reorganization.

１４　この法律において「更生会社財産」とは、更生会社に属する一切の財産をいう。

(14) The term "reorganizing company assets" as used in this Act means all of the assets belonging to a reorganizing company.

１５　この法律において「租税等の請求権」とは、国税徴収法（昭和三十四年法律第百四十七号）又は国税徴収の例によって徴収することのできる請求権であって、共益債権に該当しないものをいう。

(15) The term "right to impose taxes or other charges" as used in this Act means a right that entitles a person to collect monies as prescribed by the National Tax Collection Act (Act No. 147 of 1959) or as is prescribed for the collection of national taxes, which does not fall under the category of a common-benefit claim.

（外国人の地位）

(Status of Foreign Nationals)

第三条　外国人又は外国法人は、更生手続に関し日本人又は日本法人と同一の地位を有する。

Article 3 A foreign national or foreign corporation has the same status as a Japanese national or Japanese corporation with respect to a reorganization.

（更生事件の管轄）

(Jurisdiction over Reorganization Cases)

第四条　この法律の規定による更生手続開始の申立ては、株式会社が日本国内に営業所を有するときに限り、することができる。

Article 4 A petition to commence reorganization under the provisions of this Act may be filed only if the stock company has a business office in Japan.

第五条　更生事件は、株式会社の主たる営業所の所在地（外国に主たる営業所がある場合にあっては、日本における主たる営業所の所在地）を管轄する地方裁判所が管轄する。

Article 5 (1) A reorganization case is subject to the jurisdiction of the district court that has jurisdiction over the location of the stock company's principal business office (if a stock company has a principal business office in a foreign state, the location of its principal business office in Japan).

２　前項の規定にかかわらず、更生手続開始の申立ては、株式会社の本店の所在地を管轄する地方裁判所にもすることができる。

(2) Notwithstanding the provisions of the preceding paragraph, a petition to commence reorganization may be filed with the district court that has jurisdiction over the location of the stock company's head office.

３　第一項の規定にかかわらず、株式会社が他の株式会社の総株主の議決権（株主総会において決議をすることができる事項の全部につき議決権を行使することができない株式についての議決権を除き、会社法第八百七十九条第三項の規定により議決権を有するものとみなされる株式についての議決権を含む。以下同じ。）の過半数を有する場合には、当該他の株式会社（以下この項及び次項において「子株式会社」という。）について更生事件が係属しているときにおける当該株式会社（以下この項及び次項において「親株式会社」という。）についての更生手続開始の申立ては、子株式会社の更生事件が係属している地方裁判所にもすることができ、親株式会社について更生事件が係属しているときにおける子株式会社についての更生手続開始の申立ては、親株式会社の更生事件が係属している地方裁判所にもすることができる。

(3) Notwithstanding the provisions of paragraph (1), where a stock company holds the majority of voting rights (excluding the voting rights of the shares which may not be exercised for all particulars that may be resolved at a shareholders meeting, and including the voting rights of the shares for which the shareholder is deemed to have voting rights pursuant to the provisions of Article 879, paragraph (3) of the Companies Act; the same applies below) of all shareholders of another stock company, if a reorganization case is pending against the other stock company (referred to as a "subsidiary stock company" in this paragraph and the following paragraph), a petition to commence reorganization against the former stock company (referred to as a "parent stock company" in this paragraph and the following paragraph) may also be filed with the district court before which the reorganization case against the subsidiary stock company is pending, and if a reorganization case is pending against the parent stock company, a petition to commence reorganization against the subsidiary stock company may also be filed with the district court before which the reorganization case against the parent stock company is pending.

４　子株式会社又は親株式会社及び子株式会社が他の株式会社の総株主の議決権の過半数を有する場合には、当該他の株式会社を当該親株式会社の子株式会社とみなして、前項の規定を適用する。

(4) If a subsidiary stock company independently holds or the parent stock company and the subsidiary stock company jointly hold the majority of voting rights of all shareholders of another stock company, the provisions of the preceding paragraph is applied by deeming that other stock company as a subsidiary stock company of the parent stock company.

５　第一項の規定にかかわらず、株式会社が最終事業年度について会社法第四百四十四条の規定により当該株式会社及び他の株式会社に係る連結計算書類（同条第一項に規定する連結計算書類をいう。）を作成し、かつ、当該株式会社の定時株主総会においてその内容が報告された場合には、当該他の株式会社について更生事件が係属しているときにおける当該株式会社についての更生手続開始の申立ては、当該他の株式会社の更生事件が係属している地方裁判所にもすることができ、当該株式会社について更生事件が係属しているときにおける当該他の株式会社についての更生手続開始の申立ては、当該株式会社の更生事件が係属している地方裁判所にもすることができる。

(5) Notwithstanding the provisions of paragraph (1), where a stock company, as prescribed by Article 444 of the Companies Act, has prepared consolidated financial statements (meaning consolidated financial statements prescribed in paragraph (1) of the same Article) for the most recent business year with regard to the stock company itself and another stock company, and reported their contents at its annual shareholders meeting, if a reorganization case is pending against the relevant other stock company, a petition to commence reorganization against the stock company may also be filed with the district court before which the reorganization case against the relevant other stock company is pending, and if a reorganization case is pending against the stock company, a petition to commence reorganization against the relevant other stock company may also be filed with the district court before which the reorganization case against the stock company is pending.

６　第一項の規定にかかわらず、更生手続開始の申立ては、東京地方裁判所又は大阪地方裁判所にもすることができる。

(6) Notwithstanding the provisions of paragraph (1), a petition to commence reorganization may be filed with the Tokyo District Court or the Osaka District Court.

７　前各項の規定により二以上の地方裁判所が管轄権を有するときは、更生事件は、先に更生手続開始の申立てがあった地方裁判所が管轄する。

(7) If two or more district courts have jurisdiction over a reorganization case pursuant to the provisions of the preceding paragraphs, the case is subject to the jurisdiction of the district court with which the first petition to commence reorganization is filed.

（専属管轄）

(Exclusive Jurisdiction)

第六条　この法律に規定する裁判所の管轄は、専属とする。

Article 6 The court jurisdiction prescribed in this Act is exclusive.

（更生事件の移送）

(Transfer of Reorganization Cases)

第七条　裁判所は、著しい損害又は遅滞を避けるため必要があると認めるときは、職権で、更生事件を次に掲げる地方裁判所のいずれかに移送することができる。

Article 7 If it finds it necessary in order to avoid substantial detriment or delay, the court may by its own authority transfer a reorganization case to any of the following district courts:

一　更生手続開始の申立てに係る株式会社の営業所の所在地を管轄する地方裁判所

(i) the district court that has jurisdiction over the location of the business office of the stock company against which a petition to commence reorganization is filed;

二　前号の株式会社の財産の所在地（債権については、裁判上の請求をすることができる地）を管轄する地方裁判所

(ii) the district court that has jurisdiction over the location of the assets of the stock company referred to in the preceding item (in the case of a claim, the place where demand by litigation may be made); and

三　第五条第二項から第六項までに規定する地方裁判所

(iii) any of the district courts prescribed in Article 5, paragraph (2) through paragraph (6).

（任意的口頭弁論等）

(Optional Oral Arguments)

第八条　更生手続に関する裁判は、口頭弁論を経ないですることができる。

Article 8 (1) A judicial decision concerning reorganization may be made without oral argument.

２　裁判所は、職権で、更生事件に関して必要な調査をすることができる。

(2) The court may by its own authority conduct necessary investigation on a reorganization case.

３　裁判所は、必要があると認めるときは、開始前会社又は更生会社の事業を所管する行政庁及び租税等の請求権（租税条約等の実施に伴う所得税法、法人税法及び地方税法の特例等に関する法律（昭和四十四年法律第四十六号。以下「租税条約等実施特例法」という。）第十一条第一項に規定する共助対象外国租税（以下「共助対象外国租税」という。）の請求権を除く。）につき徴収の権限を有する者に対して、当該開始前会社又は当該更生会社の更生手続について意見の陳述を求めることができる。

(3) When it finds it necessary, the court may request the administrative agency that has jurisdiction over the business of a company awaiting reorganization or a reorganizing company and the person that has the power to collect concerning a right to impose taxes or other charges (excluding a claim for a foreign tax subject to mutual assistance prescribed in Article 11, paragraph (1) of the Act on Special Measures of the Income Tax Act, Corporation Tax Act and Local Tax Act upon the Enforcement of Tax Treaties (Act No. 46 of 1969; referred to as the "Act on Special Measures for the Enforcement of Tax Treaties") ( the foreign tax is referred to as a "foreign tax subject to mutual assistance")) to state their opinions concerning the reorganization of the company awaiting reorganization or the reorganizing company.

４　前項に規定する行政庁又は徴収の権限を有する者は、裁判所に対して、同項に規定する開始前会社又は更生会社の更生手続について意見を述べることができる。

(4) The administrative agency or the person that has the power of collection prescribed in the preceding paragraph may state their opinions to the court concerning the reorganization of the company awaiting reorganization or the reorganizing company prescribed in the same paragraph.

（不服申立て）

(Appeals)

第九条　更生手続に関する裁判につき利害関係を有する者は、この法律に特別の定めがある場合に限り、当該裁判に対し即時抗告をすることができる。その期間は、裁判の公告があった場合には、その公告が効力を生じた日から起算して二週間とする。

Article 9 A person that has an interest in a judicial decision concerning a reorganization, only as specially prescribed in this Act, may file an immediate appeal against the judicial decision. The period for filing, if a public notice of the judicial decision is given, is two weeks from the day on which the public notice becomes effective.

（公告等）

(Public Notice)

第十条　この法律の規定による公告は、官報に掲載してする。

Article 10 (1) Public notice under the provisions of this Act is effected by publication in the Official Gazette.

２　公告は、掲載があった日の翌日に、その効力を生ずる。

(2) A public notice becomes effective on the day following the day on which it is publicized.

３　この法律の規定により送達をしなければならない場合には、公告をもって、これに代えることができる。ただし、この法律の規定により公告及び送達をしなければならない場合は、この限りでない。

(3) If service is required to be made pursuant to the provisions of this Act, it may be substituted by a public notice; provided, however, that this does not apply if both public notice and service are required to be given pursuant to the provisions of this Act.

４　この法律の規定により裁判の公告がされたときは、一切の関係人に対して当該裁判の告知があったものとみなす。

(4) When a public notice of a judicial decision is given pursuant to the provisions of this Act, it is deemed that all interested persons are notified of the judicial decision.

５　前二項の規定は、この法律に特別の定めがある場合には、適用しない。

(5) The provisions of the preceding two paragraphs do not apply if special provisions exist in this Act.

（事件に関する文書の閲覧等）

(Inspection of Case Documents)

第十一条　利害関係人は、裁判所書記官に対し、この法律（この法律において準用する他の法律を含む。）の規定に基づき、裁判所に提出され、又は裁判所が作成した文書その他の物件（以下この条及び次条第一項において「文書等」という。）の閲覧を請求することができる。

Article 11 (1) An interested person, pursuant to the provisions of this Act (including other Acts as applied mutatis mutandis pursuant to this Act), may make a request to a court clerk for the inspection of documents and any other objects (referred to as "documents and other objects" in this Article and paragraph (1) of the following Article) submitted to the court or prepared by the court.

２　利害関係人は、裁判所書記官に対し、文書等の謄写、その正本、謄本若しくは抄本の交付又は事件に関する事項の証明書の交付を請求することができる。

(2) An interested person may make a request to a court clerk for the copying of documents and other objects, issuance of an authenticated copy, transcript or extract of documents and other objects, or issuance of a certificate of particulars concerning the case in question.

３　前項の規定は、文書等のうち録音テープ又はビデオテープ（これらに準ずる方法により一定の事項を記録した物を含む。）に関しては、適用しない。この場合において、これらの物について利害関係人の請求があるときは、裁判所書記官は、その複製を許さなければならない。

(3) The provisions of the preceding paragraph do not apply with respect to material prepared in the form of audiotapes or videotapes (including objects onto which certain particulars are recorded by any means equivalent thereto). In this case, upon the request of an interested person with regard to these objects, a court clerk must permit their reproduction.

４　前三項の規定にかかわらず、次の各号に掲げる者は、当該各号に定める命令、保全処分、許可又は裁判のいずれかがあるまでの間は、前三項の規定による請求をすることができない。ただし、当該者が更生手続開始の申立人である場合は、この限りでない。

(4) Notwithstanding the provisions of the preceding three paragraphs, a person referred to in each of the following items may not make a request under the provisions of the preceding three paragraphs until the order, provisional remedy, or judicial decision specified in the respective items is issued or made; provided, however, that this does not apply when the person in question is a petitioner for commencement of a reorganization:

一　開始前会社以外の利害関係人　第二十四条第一項若しくは第二項の規定による中止の命令、第二十五条第二項に規定する包括的禁止命令、第二十八条第一項の規定による保全処分、第二十九条第三項の規定による許可、第三十条第二項に規定する保全管理命令、第三十五条第二項に規定する監督命令、第三十九条の二第一項の規定による保全処分又は更生手続開始の申立てについての裁判

(i) an interested person other than the company awaiting reorganization: a stay order under the provisions of Article 24, paragraph (1) or paragraph (2), comprehensive prohibitory injunction prescribed in Article 25, paragraph (2), provisional remedy under the provisions of Article 28, paragraph (1), permission under the provisions of Article 29, paragraph (3), orders for provisional administration prescribed in Article 30, paragraph (2), supervision order prescribed in Article 35, paragraph (2), provisional remedy under the provisions of Article 39-2, paragraph (1) or judicial decision on a petition to commence reorganization; or

二　開始前会社　更生手続開始の申立てに関する口頭弁論若しくは開始前会社を呼び出す審尋の期日の指定の裁判又は前号に定める命令、保全処分、許可若しくは裁判

(ii) the company awaiting reorganization: a judicial decision to designate the date for oral argument or date for interrogation on which the company awaiting reorganization is to be summoned to appear with respect to a petition to commence reorganization, or any order, provisional remedy, permission or judicial decision specified in the preceding item.

（支障部分の閲覧等の制限）

(Restrictions on Inspections of Detrimental Parts of Documents)

第十二条　次に掲げる文書等について、利害関係人がその閲覧若しくは謄写、その正本、謄本若しくは抄本の交付又はその複製（以下この条において「閲覧等」という。）を行うことにより、更生会社（開始前会社及び開始前会社又は更生会社であった株式会社を含む。以下この条において同じ。）の事業の維持更生に著しい支障を生ずるおそれ又は更生会社の財産に著しい損害を与えるおそれがある部分（以下この条において「支障部分」という。）があることにつき疎明があった場合には、裁判所は、当該文書等を提出した保全管理人、管財人又は調査委員の申立てにより、支障部分の閲覧等の請求をすることができる者を、当該申立てをした者及び更生会社（管財人又は保全管理人が選任されている場合にあっては、管財人又は保全管理人。次項において同じ。）に限ることができる。

Article 12 (1) With regard to the following documents and other objects, if a prima facie showing is made to the effect that the documents and other objects in question contain parts likely to hinder the reorganization and the continuation of business of the reorganizing company (including the company awaiting reorganization and any stock company that has been the company awaiting reorganization or reorganizing company; the same applies in this Article) or serious damage to the reorganizing company's assets if it is subject to inspection or copying, issuance of an authenticated copy, transcript or extract, or reproduction (referred to as "inspection" in this Article) conducted by an interested person (the part of documents is referred to as the "detrimental part" in this Article), upon the petition of the temporary administrator, trustee or examiner that submitted the documents in question, the court may limit persons that may make a request for inspection of the detrimental part to the person that has filed the petition and the reorganizing company (or a trustee or temporary administrator if any trustee or temporary administrator is appointed; the same applies in the following paragraph):

一　第三十二条第一項ただし書、第四十六条第二項前段又は第七十二条第二項（第三十二条第三項において準用する場合を含む。）の許可を得るために裁判所に提出された文書等

(i) documents and other objects submitted to the court for the purpose of obtaining permission under the proviso to Article 32, paragraph (1), the first sentence of Article 46, paragraph (2) or Article 72, paragraph (2) (including cases where applied mutatis mutandis pursuant to Article 32, paragraph (3)); and

二　第八十四条第二項の規定による報告又は第百二十五条第二項に規定する調査若しくは意見陳述に係る文書等

(ii) documents and other objects related to the report under the provisions of Article 84, paragraph (2), or an examination or statement of opinions prescribed in Article 125, paragraph (2).

２　前項の申立てがあったときは、その申立てについての裁判が確定するまで、利害関係人（同項の申立てをした者及び更生会社を除く。次項において同じ。）は、支障部分の閲覧等の請求をすることができない。

(2) When the petition referred to in the preceding paragraph is filed, no interested person (excluding the person that filed the petition referred to in the same paragraph and the reorganizing company; the same applies in the following paragraph) may make a request for inspection of the detrimental part until a judicial decision on the petition becomes final and binding.

３　支障部分の閲覧等の請求をしようとする利害関係人は、更生裁判所に対し、第一項に規定する要件を欠くこと又はこれを欠くに至ったことを理由として、同項の規定による決定の取消しの申立てをすることができる。

(3) An interested person that intends to make a request for inspection of the detrimental part may file a petition to the reorganization court for setting aside of the ruling made under the provisions of paragraph (1), on the grounds that the requirement prescribed in the same paragraph is not met or is no longer met.

４　第一項の申立てを却下した決定及び前項の申立てについての裁判に対しては、即時抗告をすることができる。

(4) An immediate appeal may be filed against a ruling to deny the petition referred to in paragraph (1) and a judicial decision on the petition referred to in the preceding paragraph.

５　第一項の規定による決定を取り消す決定は、確定しなければその効力を生じない。

(5) A ruling to set aside the ruling made under the provisions of paragraph (1) does not become effective unless it becomes final and binding.

（民事訴訟法の準用）

(Application Mutatis Mutandis of the Code of Civil Procedure)

第十三条　更生手続に関しては、特別の定めがある場合を除き、民事訴訟法（平成八年法律第百九号）の規定を準用する。

Article 13 With respect to reorganization, the provisions of the Code of Civil Procedure (Act No. 109 of 1996) apply mutatis mutandis, except as otherwise provided.

（最高裁判所規則）

(Rules of the Supreme Court)

第十四条　この法律に定めるもののほか、更生手続に関し必要な事項は、最高裁判所規則で定める。

Article 14 Beyond what is prescribed in this Act, the necessary particulars concerning a reorganization will be specified by the Rules of the Supreme Court.

第十五条　削除

Article 15 Deleted

第十六条　削除

Article 16 Deleted

第二章　更生手続開始の申立て及びこれに伴う保全措置

Chapter II Petition to Commence Reorganization Proceedings and Provisional Measures

第一節　更生手続開始の申立て

Section 1 Petition to Commence Reorganization Proceedings

（更生手続開始の申立て）

(Petition to Commence Reorganization)

第十七条　株式会社は、当該株式会社に更生手続開始の原因となる事実（次の各号に掲げる場合のいずれかに該当する事実をいう。）があるときは、当該株式会社について更生手続開始の申立てをすることができる。

Article 17 (1) When there is a fact constituting grounds for commencement of a reorganization (meaning any of the facts stated in the following items) in relation to a stock company, the stock company may file a petition to commence reorganization against itself:

一　破産手続開始の原因となる事実が生ずるおそれがある場合

(i) when there is the risk that a fact constituting grounds for commencement of bankruptcy proceedings would occur; or

二　弁済期にある債務を弁済することとすれば、その事業の継続に著しい支障を来すおそれがある場合

(ii) when the stock company is likely to experience significant hindrance to the continuation of its business if it pays due debts.

２　株式会社に前項第一号に掲げる場合に該当する事実があるときは、次に掲げる者も、当該株式会社について更生手続開始の申立てをすることができる。

(2) When there is a fact that falls under item (i) of the preceding paragraph in relation to a stock company, the following persons may also file a petition to commence reorganization proceedings against the stock company:

一　当該株式会社の資本金の額の十分の一以上に当たる債権を有する債権者

(i) a creditor that has claims that account for one-tenth or more of the amount of the stated capital of the stock company; and

二　当該株式会社の総株主の議決権の十分の一以上を有する株主

(ii) a shareholder that has one-tenth or more of the voting rights of all shareholders of the stock company.

（破産手続開始等の申立義務と更生手続開始の申立て）

(Obligation to File a Petition to Commence Bankruptcy Proceedings and a Petition to Commence Reorganization)

第十八条　他の法律の規定により株式会社の清算人が当該株式会社に対して破産手続開始又は特別清算開始の申立てをしなければならない場合においても、更生手続開始の申立てをすることを妨げない。

Article 18 Even when a liquidator of a stock company is required to file a petition to commence bankruptcy proceedings or a special liquidation against the stock company pursuant to the provisions of other Acts, this does not preclude the filing of a petition to commence reorganization.

（解散後の株式会社による更生手続開始の申立て）

(Petition to Commence Reorganization Against a Stock Company After Dissolution)

第十九条　清算中、特別清算中又は破産手続開始後の株式会社がその更生手続開始の申立てをするには、会社法第三百九条第二項に定める決議によらなければならない。

Article 19 In order for a stock company to file a petition to commence reorganization against itself during liquidation or special liquidation or after the commencement of bankruptcy proceedings, that filing must be approved by a resolution prescribed in Article 309, paragraph (2) of the Companies Act.

（疎明）

(Prima Facie Showing)

第二十条　更生手続開始の申立てをするときは、第十七条第一項に規定する更生手続開始の原因となる事実を疎明しなければならない。

Article 20 (1) When filing a petition to commence reorganization, a petitioner must make a prima facie showing of the fact constituting the grounds for commencement of reorganization prescribed in Article 17, paragraph (1).

２　第十七条第二項の規定により債権者又は株主が申立てをするときは、その有する債権の額又は議決権（株主総会において決議をすることができる事項の全部につき議決権を行使することができない株式についての議決権を除き、会社法第八百七十九条第三項の規定により議決権を有するものとみなされる株式についての議決権を含む。）の数をも疎明しなければならない。

(2) If a creditor or shareholder files a petition under the provisions of Article 17, paragraph (2), the creditor or shareholder must also make a prima facie showing of the amount of the claim or the number of their voting rights (excluding the voting rights of the shares of stock which may not be exercised for all particulars that may be resolved at a shareholders meeting, and including the voting rights of the shares of stock for which the shareholder is deemed to have voting rights pursuant to the provisions of Article 879, paragraph (3) of the Companies Act).

（費用の予納）

(Prepayment of Expenses)

第二十一条　更生手続開始の申立てをするときは、申立人は、更生手続の費用として裁判所の定める金額を予納しなければならない。

Article 21 (1) When filing a petition to commence reorganization, a petitioner must prepay an amount designated by the court as expenses for reorganization.

２　費用の予納に関する決定に対しては、即時抗告をすることができる。

(2) An immediate appeal may be filed against a ruling on prepayment of expenses.

（意見の聴取等）

(Hearing of Opinions)

第二十二条　裁判所は、第十七条の規定による更生手続開始の申立てがあった場合には、当該申立てを棄却すべきこと又は更生手続開始の決定をすべきことが明らかである場合を除き、当該申立てについての決定をする前に、開始前会社の使用人の過半数で組織する労働組合があるときはその労働組合、開始前会社の使用人の過半数で組織する労働組合がないときは開始前会社の使用人の過半数を代表する者の意見を聴かなければならない。

Article 22 (1) If a petition to commence reorganization is filed under the provisions of Article 17, the court, before making a ruling on the petition, must hear opinions of the labor union consisting of the majority of the employees of the company awaiting reorganization, if there is any such labor union, or the person representative of the majority of the employees of the company awaiting reorganization, if there is no labor union consisting of the majority of the employees of the company awaiting reorganization, except when it is obvious that the court should dismiss the petition or make a ruling to commence reorganization .

２　第十七条第二項の規定により債権者又は株主が更生手続開始の申立てをした場合においては、裁判所は、当該申立てについての決定をするには、開始前会社の代表者（外国に本店があるときは、日本における代表者）を審尋しなければならない。

(2) If a creditor or shareholder has filed a petition to commence reorganization pursuant to the provisions of Article 17, paragraph (2), the court, when making a ruling on the petition, must interrogate the representative of the company awaiting reorganization (or its representative for Japan if the company has its head office in a foreign state).

（更生手続開始の申立ての取下げの制限）

(Restriction on Withdrawal of Petition to Commence Reorganization)

第二十三条　更生手続開始の申立てをした者は、更生手続開始の決定前に限り、当該申立てを取り下げることができる。この場合において、次条第一項若しくは第二項の規定による中止の命令、第二十五条第二項に規定する包括的禁止命令、第二十八条第一項の規定による保全処分、第二十九条第三項の規定による許可、第三十条第二項に規定する保全管理命令、第三十五条第二項に規定する監督命令又は第三十九条の二第一項の規定による保全処分があった後は、裁判所の許可を得なければならない。

Article 23 A person that has filed a petition to commence reorganization may withdraw the petition only prior to a ruling to commence reorganization being made. In this case, after a ruling to stay under the provisions of paragraph (1) or paragraph (2) of the following Article, comprehensive prohibitory injunction prescribed in Article 25, paragraph (2), provisional remedy under the provisions of Article 28, paragraph (1), permission under the provisions of Article 29, paragraph (3), orders for provisional administration prescribed in Article 30, paragraph (2), supervision order prescribed in Article 35, paragraph (2), or provisional remedy under the provisions of Article 39-2, paragraph (1), permission of the court is required.

第二節　更生手続開始の申立てに伴う保全措置

Section 2 Provisional Measures upon Petition to Commence Reorganization

第一款　開始前会社に関する他の手続の中止命令等

Subsection 1 Stay Orders for Other Proceedings Relating to a Company Awaiting Reorganization

（他の手続の中止命令等）

(Stay Orders for Other Proceedings)

第二十四条　裁判所は、更生手続開始の申立てがあった場合において、必要があると認めるときは、利害関係人の申立てにより又は職権で、更生手続開始の申立てにつき決定があるまでの間、次に掲げる手続又は処分の中止を命ずることができる。ただし、第二号に掲げる手続又は第六号に掲げる処分については、その手続の申立人である更生債権者等又はその処分を行う者に不当な損害を及ぼすおそれがない場合に限る。

Article 24 (1) If a petition to commence reorganization is filed, when it finds it necessary, upon the petition of an interested person or by its own authority, the court may order to stay the following proceedings or dispositions until a ruling is made on the petition to commence reorganization; provided, however, that this only applies, in the case of the proceedings stated in item (ii) or the disposition stated in item (vi), if the stay order is not likely to cause undue damage to the secured or unsecured reorganization creditor that filed the petition for the proceeding or the person that makes the disposition:

一　開始前会社についての破産手続、再生手続又は特別清算手続

(i) bankruptcy proceedings, rehabilitation proceedings or special liquidation proceedings against the company awaiting reorganization;

二　強制執行等（更生債権等に基づく強制執行、仮差押え、仮処分若しくは担保権の実行又は更生債権等を被担保債権とする留置権による競売をいう。）の手続で、開始前会社の財産に対して既にされているもの

(ii) a procedure for enforcement or a related action (meaning enforcement, provisional seizure, provisional disposition, or exercise of any security right based on a secured or unsecured reorganization claim, or auction by reason of a right of retention that is intended to secure a secured or unsecured reorganization claim), which has already been initiated against the assets of the company awaiting reorganization;

三　開始前会社に対して既にされている企業担保権の実行手続

(iii) a procedure already initiated against the company awaiting reorganization for the procedure for the exercise of the security right on whole company assets;

四　開始前会社の財産関係の訴訟手続

(iv) litigation proceedings relating to the assets of the company awaiting reorganization;

五　開始前会社の財産関係の事件で行政庁に係属しているものの手続

(v) a procedure for a case relating to the assets of the company awaiting reorganization that is pending before an administrative agency; or

六　外国租税滞納処分（共助対象外国租税の請求権に基づき国税滞納処分の例によってする処分（共益債権を徴収するためのものを除く。）をいう。）で、開始前会社の財産に対して既にされているもの

(vi) a disposition to collect foreign tax arrears (meaning a disposition made through a procedure for making a disposition to collect national tax arrears based on a claim for a foreign tax subject to mutual assistance (excluding a disposition intended to collect a common-benefit claim)), which has already been made against the assets of the company awaiting reorganization.

２　裁判所は、更生手続開始の申立てがあった場合において、必要があると認めるときは、職権で、国税滞納処分（共益債権を徴収するためのものを除き、国税滞納処分の例による処分（共益債権及び共助対象外国租税の請求権を徴収するためのものを除く。）を含む。）で、開始前会社の財産に対して既にされているものの中止を命ずることができる。ただし、あらかじめ、徴収の権限を有する者の意見を聴かなければならない。

(2) If a petition to commence reorganization is filed, when it finds it necessary, the court may by its own authority, order to stay any disposition to collect national tax arrears (excluding a disposition to collect a common-benefit claim, and including any disposition made by the same procedure as that for making a disposition to collect national tax arrears (excluding a disposition to collect a common-benefit claim and a claim for a foreign tax subject to mutual assistance)), which has already been made against the assets of the company awaiting reorganization; provided, however, that it must hear opinions from the person that has the power of collection in advance.

３　前項の規定による中止の命令は、更生手続開始の申立てについて決定があったとき、又は中止を命ずる決定があった日から二月を経過したときは、その効力を失う。

(3) The stay order under the provisions of the preceding paragraph ceases to be effective when a ruling is made on the petition to commence reorganization or when two months have elapsed since the day on which the stay order was made.

４　裁判所は、第一項及び第二項の規定による中止の命令を変更し、又は取り消すことができる。

(4) The court may change or set aside a stay order issued under the provisions of paragraph (1) and paragraph (2).

５　裁判所は、開始前会社の事業の継続のために特に必要があると認めるときは、開始前会社（保全管理人が選任されている場合にあっては、保全管理人）の申立てにより、担保を立てさせて、第一項第二号の規定により中止した同号に規定する強制執行等の手続、同項第六号の規定により中止した同号に規定する外国租税滞納処分又は第二項の規定により中止した同項に規定する国税滞納処分の取消しを命ずることができる。ただし、当該国税滞納処分の取消しを命ずる場合においては、あらかじめ、徴収の権限を有する者の意見を聴かなければならない。

(5) When it finds it particularly necessary for the continuation of the business of the company awaiting reorganization, upon the petition of the company awaiting reorganization (or a temporary administrator if any temporary administrator is appointed), the court may order the cancellation of the procedure for enforcement or related action prescribed in paragraph (1), item (ii) which has been stayed pursuant to the provisions of the same item, the disposition to collect foreign tax arrears prescribed in item (vi) of paragraph (1) which has been stayed pursuant to the provisions of item (vi) of the same paragraph or the disposition to collect national tax arrears prescribed in paragraph (2) which has been stayed pursuant to the provisions of paragraph (2), while requiring the provisions of security; provided, however, that when the court orders the voidance of the disposition to collect national tax arrears, it must hear opinions from the person that has the power of collection in advance.

６　第一項又は第二項の規定による中止の命令、第四項の規定による決定及び前項の規定による取消しの命令に対しては、即時抗告をすることができる。

(6) An immediate appeal may be filed against a stay order under the provisions of paragraph (1) or paragraph (2), ruling under the provisions of paragraph (4), and order to under the provisions of the preceding paragraph.

７　前項の即時抗告は、執行停止の効力を有しない。

(7) The immediate appeal referred to in the preceding paragraph does not have the effect of a stay of enforcement.

８　第六項に規定する裁判及び同項の即時抗告についての裁判があった場合には、その裁判書を当事者に送達しなければならない。

(8) If a judicial decision prescribed in paragraph (6) or a judicial decision on the immediate appeal referred to in the same paragraph is made, the written judgment must be served upon the parties concerned.

（包括的禁止命令）

(Comprehensive Prohibitory Injunctions)

第二十五条　裁判所は、更生手続開始の申立てがあった場合において、前条第一項第二号若しくは第六号又は第二項の規定による中止の命令によっては更生手続の目的を十分に達成することができないおそれがあると認めるべき特別の事情があるときは、利害関係人の申立てにより又は職権で、更生手続開始の申立てにつき決定があるまでの間、全ての更生債権者等に対し、同条第一項第二号に規定する強制執行等、同項第六号に規定する外国租税滞納処分及び同条第二項に規定する国税滞納処分の禁止を命ずることができる。ただし、事前に又は同時に、開始前会社の主要な財産に関し第二十八条第一項の規定による保全処分をした場合又は第三十条第二項に規定する保全管理命令若しくは第三十五条第二項に規定する監督命令をした場合に限る。

Article 25 (1) If a petition to commence reorganization is filed, if there are special circumstances where the court finds that the risk that the purpose of the reorganization cannot be achieved satisfactorily exists reorganization by only issuing a stay order under the provisions of paragraph (1), item (ii) or item (vi) of the preceding Article or paragraph (2) of the same Article, upon the petition of an interested person or by its own authority, the court may issue a ruling to prohibit all secured or unsecured reorganization creditors from carrying out the enforcement or related action prescribed in paragraph (1), item (ii) of the same Article, disposition to collect foreign tax arrears prescribed in item (vi) of the same paragraph and the disposition to collect national tax arrears prescribed in paragraph (2) of the same Article, until a ruling is made on the petition to commence reorganization; provided, however, that this applies only when the court, in advance or simultaneously, issues a provisional remedy under the provisions of Article 28, paragraph (1) with respect to the principal assets of the company awaiting reorganization or issues orders for provisional administration prescribed in Article 30, paragraph (2) or a supervision order prescribed in Article 35, paragraph (2).

２　前項の規定による禁止の命令（以下「包括的禁止命令」という。）を発する場合において、裁判所は、相当と認めるときは、一定の範囲に属する前条第一項第二号に規定する強制執行等、同項第六号に規定する外国租税滞納処分又は同条第二項に規定する国税滞納処分を包括的禁止命令の対象から除外することができる。

(2) Upon issuing a prohibition order under the provisions of the preceding paragraph (referred to as a "comprehensive prohibitory injunction" below), when it finds it appropriate, the court may exclude a certain range of the enforcement or related action prescribed in paragraph (1), item (ii) of the preceding Article, the disposition to collect foreign tax arrears prescribed in item (vi) of the same paragraph or the disposition to collect national tax arrears prescribed in paragraph (2) of the same Article from the scope of the subject of the comprehensive prohibitory injunction.

３　包括的禁止命令が発せられた場合には、次の各号に掲げる手続で、開始前会社の財産に対して既にされているもの（当該包括的禁止命令により禁止されることとなるものに限る。）は、当該各号に定める時までの間、中止する。

(3) If a comprehensive prohibitory injunction is issued, any of the proceedings stated in the following items which have already been initiated against the assets of the company awaiting reorganization (limited to a procedure that is to be prohibited by the comprehensive prohibitory injunction will be stayed until the time specified in the respective items:

一　前条第一項第二号に規定する強制執行等の手続及び同項第六号に規定する外国租税滞納処分　更生手続開始の申立てについての決定があった時

(i) the procedure for enforcement or related action prescribed in paragraph (1), item (ii) of the preceding Article and the disposition to collect foreign tax arrears prescribed in item (vi) of the same paragraph: the time when a ruling is made on the petition to commence reorganization; and

二　前条第二項に規定する国税滞納処分　前号に定める時又は当該包括的禁止命令の日から二月が経過した時のいずれか早い時

(ii) the disposition to collect national tax arrears prescribed in paragraph (2) of the preceding Article: the time specified in the preceding item or the time when two months have elapsed since the date of the comprehensive prohibitory injunction, whichever comes earlier.

４　裁判所は、包括的禁止命令を変更し、又は取り消すことができる。

(4) The court may change or set aside a comprehensive prohibitory injunction.

５　裁判所は、開始前会社の事業の継続のために特に必要があると認めるときは、開始前会社（保全管理人が選任されている場合にあっては、保全管理人）の申立てにより、担保を立てさせて、第三項の規定により中止した同項各号に掲げる手続の取消しを命ずることができる。ただし、前条第二項に規定する国税滞納処分の取消しを命ずる場合においては、あらかじめ、徴収の権限を有する者の意見を聴かなければならない。

(5) When it finds it particularly necessary for the continuation of the business of the company awaiting reorganization, upon the petition of the company awaiting reorganization (or a temporary administrator if any temporary administrator is appointed), the court may order the cancellation of any of the proceedings referred to in the items of paragraph (3) which has been stayed pursuant to the provisions of the same paragraph, while requiring the provision of security; provided, however, that when the court orders the voidance of the disposition to collect national tax arrears prescribed in paragraph (2) of the preceding Article, it must hear opinions from the person that has the power of collection in advance.

６　包括的禁止命令、第四項の規定による決定及び前項の規定による取消しの命令に対しては、即時抗告をすることができる。

(6) An immediate appeal may be filed against a comprehensive prohibitory injunction, a ruling made under the provisions of paragraph (4) and a cancellation order issued under the provisions of the preceding paragraph.

７　前項の即時抗告は、執行停止の効力を有しない。

(7) The immediate appeal referred to in the preceding paragraph does not have the effect of stay of enforcement

８　包括的禁止命令が発せられたときは、更生債権等（当該包括的禁止命令により前条第一項第二号に規定する強制執行等又は同条第二項に規定する国税滞納処分が禁止されているものに限る。）については、当該包括的禁止命令が効力を失った日の翌日から二月を経過する日までの間は、時効は、完成しない。

(8) When a comprehensive prohibitory injunction is issued, the prescription is not completed with regard to a secured or unsecured reorganization claim (limited to the claim for which enforcement or related action prescribed in paragraph (1), item (ii) of the preceding Article or disposition to collect national tax arrears prescribed in paragraph (2) of the same Article is prohibited by the comprehensive prohibitory injunction) until the day on which two months have elapsed since the day following the day on which the comprehensive prohibitory injunction ceases to be effective.

（包括的禁止命令に関する公告及び送達等）

(Public Notices and Service Concerning Comprehensive Prohibitory Injunctions)

第二十六条　包括的禁止命令及びこれを変更し、又は取り消す旨の決定があった場合には、その旨を公告し、その裁判書を開始前会社（保全管理人が選任されている場合にあっては、保全管理人。次項において同じ。）及び申立人に送達し、かつ、その決定の主文を知れている更生債権者等及び開始前会社（保全管理人が選任されている場合に限る。）に通知しなければならない。

Article 26 (1) If a comprehensive prohibitory injunction is issued and a ruling to change or set aside the relevant order is made, public notification must be given to that effect, the written judgment must be served upon the company awaiting reorganization (or a temporary administrator if any temporary administrator is appointed; the same applies in the following paragraph) and the petitioner, and a notice of the main text of the respective order must be given to known secured or unsecured reorganization creditors and the company awaiting reorganization (limited to cases where a temporary administrator is appointed).

２　包括的禁止命令及びこれを変更し、又は取り消す旨の決定は、開始前会社に対する裁判書の送達がされた時から、効力を生ずる。

(2) A comprehensive prohibitory injunction and a ruling to change or set aside the relevant order will become effective as of the time when the written judgment are served upon the company awaiting reorganization.

３　前条第五項の規定による取消しの命令及び同条第六項の即時抗告についての裁判（包括的禁止命令を変更し、又は取り消す旨の決定を除く。）があった場合には、その裁判書を当事者に送達しなければならない。

(3) If a cancellation order under the provisions of paragraph (5) of the preceding Article is issued and a judicial decision on an immediate appeal referred to in paragraph (6) of the same Article (excluding a ruling to change or set aside a comprehensive prohibitory injunction) is made, the written judgment must be served upon the parties concerned.

（包括的禁止命令の解除）

(Cancellation of Comprehensive Prohibitory Injunctions)

第二十七条　裁判所は、包括的禁止命令を発した場合において、第二十四条第一項第二号に規定する強制執行等の申立人である更生債権者等に不当な損害を及ぼすおそれがあると認めるときは、当該更生債権者等の申立てにより、当該更生債権者等に限り当該包括的禁止命令を解除する旨の決定をすることができる。この場合において、当該更生債権者等は、開始前会社の財産に対する当該強制執行等をすることができ、当該包括的禁止命令が発せられる前に当該更生債権者等がした当該強制執行等の手続は、続行する。

Article 27 (1) When it finds, after issuing a comprehensive prohibitory injunction, that the order is likely to cause undue damage to a secured or unsecured reorganization creditor that filed a petition for enforcement or related action prescribed in Article 24, paragraph (1), item (ii), upon the petition of the secured or unsecured reorganization creditor, the court may make a ruling that the comprehensive prohibitory injunction will be cancelled only with regard to that creditor. In this case, the secured or unsecured reorganization creditor may carry the enforcement or related action against the assets of the company awaiting reorganization, and the procedure for enforcement or related action initiated by the secured or unsecured reorganization creditor prior to the issuance of the comprehensive prohibitory injunction will be continued.

２　前項の規定は、裁判所が第二十四条第一項第六号に規定する外国租税滞納処分又は同条第二項に規定する国税滞納処分を行う者に不当な損害を及ぼすおそれがあると認める場合について準用する。

(2) The provisions of the preceding paragraph apply mutatis mutandis when the court finds that a comprehensive prohibitory injunction is likely to cause undue damage to a person that enforces the disposition to collect foreign tax arrears prescribed in Article 24, paragraph (1), item (vi) or the disposition to collect national tax arrears prescribed in paragraph (2) of the same Article.

３　第一項（前項において準用する場合を含む。次項及び第六項において同じ。）の規定による解除の決定を受けた者に対する第二十五条第八項の規定の適用については、同項中「当該包括的禁止命令が効力を失った日」とあるのは、「第二十七条第一項（同条第二項において準用する場合を含む。）の規定による解除の決定があった日」とする。

(3) For the purpose of application of the provisions of Article 25, paragraph (8) to a person that obtains a cancellation order under the provisions of paragraph (1) (including cases where applied mutatis mutandis pursuant to the preceding paragraph; the same applies in the following paragraph and paragraph (6)), the phrase "the day on which the comprehensive prohibitory injunction ceases to be effective" in Article 25, paragraph (8) is deemed to be replaced with "the day on which a cancellation order under the provisions of Article 27, paragraph (1) (including cases where applied mutatis mutandis pursuant to paragraph (2) of the same Article) is made".

４　第一項の申立てについての裁判に対しては、即時抗告をすることができる。

(4) An immediate appeal may be filed against a judicial decision on the petition referred to in paragraph (1).

５　前項の即時抗告は、執行停止の効力を有しない。

(5) The immediate appeal referred to in the preceding paragraph does not have the effect of a stay of enforcement.

６　第一項の申立てについての裁判及び第四項の即時抗告についての裁判があった場合には、その裁判書を当事者に送達しなければならない。この場合においては、第十条第三項本文の規定は、適用しない。

(6) If a judicial decision on the petition referred to in paragraph (1) and a judicial decision on the immediate appeal referred to in paragraph (4) are made, the written judgment must be served upon the parties concerned. In this case, the provisions of the main clause of Article 10, paragraph (3) do not apply.

第二款　開始前会社の業務及び財産に関する保全処分等

Subsection 2 Provisional Remedies and Other Measures Concerning the Business and Assets of a Company Awaiting Reorganization

（開始前会社の業務及び財産に関する保全処分）

(Provisional Remedies Concerning the Business and Assets of a Company Awaiting Reorganization)

第二十八条　裁判所は、更生手続開始の申立てがあった場合には、利害関係人の申立てにより又は職権で、更生手続開始の申立てにつき決定があるまでの間、開始前会社の業務及び財産に関し、開始前会社の財産の処分禁止の仮処分その他の必要な保全処分を命ずることができる。

Article 28 (1) If a petition to commence reorganization is filed, upon the petition of an interested person or by its own authority, the court may issue a provisional disposition prohibiting the disposal of property of the company awaiting reorganization or any other necessary provisional remedy concerning the business and assets of the company awaiting reorganization until a ruling is made on the petition to commence reorganization.

２　裁判所は、前項の規定による保全処分を変更し、又は取り消すことができる。

(2) The court may change or void a provisional remedy issued under the provisions of the preceding paragraph.

３　第一項の規定による保全処分及び前項の規定による決定に対しては、即時抗告をすることができる。

(3) An immediate appeal may be filed against a provisional remedy issued under the provisions of paragraph (1) and a ruling made under the provisions of the preceding paragraph.

４　前項の即時抗告は、執行停止の効力を有しない。

(4) The immediate appeal referred to in the preceding paragraph does not have the effect of stay of enforcement.

５　第三項に規定する裁判及び同項の即時抗告についての裁判があった場合には、その裁判書を当事者に送達しなければならない。この場合においては、第十条第三項本文の規定は、適用しない。

(5) If a judicial decision prescribed in paragraph (3) and a judicial decision on the immediate appeal referred to in the same paragraph are made, the written judgment must be served upon the parties concerned. In this case, the provisions of the main clause of Article 10, paragraph (3) do not apply.

６　裁判所が第一項の規定により開始前会社が更生債権者等に対して弁済その他の債務を消滅させる行為をすることを禁止する旨の保全処分を命じた場合には、更生債権者等は、更生手続の関係においては、当該保全処分に反してされた弁済その他の債務を消滅させる行為の効力を主張することができない。ただし、更生債権者等が、その行為の当時、当該保全処分がされたことを知っていたときに限る。

(6) If the court, pursuant to the provisions of paragraph (1), has issued a provisional remedy to prohibit the company awaiting reorganization from making payment to a secured or unsecured reorganization creditor or conducting any other act in order to have its debt extinguished, the secured or unsecured reorganization creditor may not assert as a part of the relationship involved in those reorganization, the validity of that payment or any other action causing the debt to be extinguished that has been effected in violation of that provisional order; provided, however, that this applies only if the secured or unsecured reorganization creditor knows, at the time of the act, the fact that the provisional remedy was issued.

（更生手続開始前における商事留置権の消滅請求）

(Demand for Extinguishment of a Right of Retention Under Commercial Law Prior to the Commencement of Reorganization)

第二十九条　開始前会社の財産につき商法又は会社法の規定による留置権がある場合において、当該財産が開始前会社の事業の継続に欠くことのできないものであるときは、開始前会社（保全管理人が選任されている場合にあっては、保全管理人）は、更生手続開始の申立てにつき決定があるまでの間、留置権者に対して、当該留置権の消滅を請求することができる。

Article 29 (1) Where there exists any right of retention under the provisions of the Commercial Code or the Companies Act on the assets of the company awaiting reorganization, if the assets are indispensable to the continuation of the business of the company awaiting reorganization, the company awaiting reorganization (or a temporary administrator if any temporary administrator is appointed) may make a demand to the holder of the right of retention that the right be extinguished, before a ruling is made on the petition to commence reorganization .

２　前項の請求をするには、同項の財産の価額に相当する金銭を、同項の留置権者に弁済しなければならない。

(2) In order to make a demand under the provisions of the preceding paragraph, the amount of money equivalent to the value of the assets referred to in the same paragraph must be paid to the holder of the right of retention referred to in the same paragraph.

３　第一項の請求及び前項の弁済をするには、裁判所の許可を得なければならない。

(3) In order to make the demand referred to in paragraph (1) and to make payment referred to in the preceding paragraph, the permission of the court must be obtained.

４　前項の規定による許可があった場合における第二項の弁済の額が第一項の財産の価額を満たすときは、当該弁済の時又は同項の請求の時のいずれか遅い時に、同項の留置権は消滅する。

(4) If the permission referred to in the preceding paragraph is granted, if the amount of payment referred to in paragraph (2) satisfies the value of the assets referred to in paragraph (1), the right of retention referred to in paragraph (1) will be extinguished at whichever occurs later between the time when the payment is made or at the time when the demand is made as referred to in paragraph (1).

５　前項の規定により第一項の留置権が消滅したことを原因とする同項の財産の返還を求める訴訟においては、第二項の弁済の額が当該財産の価額を満たさない場合においても、原告の申立てがあり、当該訴訟の受訴裁判所が相当と認めるときは、当該受訴裁判所は、相当の期間内に不足額を弁済することを条件として、第一項の留置権者に対して、当該財産を返還することを命ずることができる。

(5) In an action to request return of the assets referred to in paragraph (1) by reason that the right of retention referred to in the same paragraph is extinguished pursuant to the provisions of the preceding paragraph, even if the amount of payment referred to in paragraph (2) does not satisfy the value of the assets, upon the plaintiff's petition and when the court in charge of the action finds it appropriate, the court may order the holder of the right of retention referred to in paragraph (1) to return the assets, on the condition that the amount of any shortage will be paid within a reasonable period of time.

第三款　保全管理命令

Subsection 3 Orders for Provisional Administration

（保全管理命令）

(Orders for Provisional Administration)

第三十条　裁判所は、更生手続開始の申立てがあった場合において、更生手続の目的を達成するために必要があると認めるときは、利害関係人の申立てにより又は職権で、更生手続開始の申立てにつき決定があるまでの間、開始前会社の業務及び財産に関し、保全管理人による管理を命ずる処分をすることができる。

Article 30 (1) If a petition to commence reorganization is filed and the court finds it necessary in order to achieve the purpose of the reorganization, the court, upon the petition of an interested person or by its own authority, may make a disposition to order that the business and assets of the company awaiting reorganization be administered by a temporary administrator until a ruling is made on the petition to commence reorganization.

２　裁判所は、前項の処分（以下「保全管理命令」という。）をする場合には、当該保全管理命令において、一人又は数人の保全管理人を選任しなければならない。ただし、第六十七条第三項に規定する者は、保全管理人に選任することができない。

(2) When making a disposition under the provisions of the preceding paragraph (referred to as an " order for provisional administration order"), the court must appoint one or more temporary administrators in the orders for provisional administration ; provided, however, that the person prescribed in Article 67, paragraph (3) may not be appointed as a temporary administrator.

３　裁判所は、保全管理命令を変更し、又は取り消すことができる。

(3) The court may change or set aside an order for provisional administration.

４　保全管理命令及び前項の規定による決定に対しては、即時抗告をすることができる。

(4) An immediate appeal may be filed against an order provisional administration and a ruling made under the provisions of the preceding paragraph.

５　前項の即時抗告は、執行停止の効力を有しない。

(5) The immediate appeal referred to in the preceding paragraph does not have the effect of stay of enforcement.

（保全管理命令に関する公告及び送達）

(Public Notice and Service Concerning Orders for Provisional Administration)

第三十一条　裁判所は、保全管理命令を発したときは、その旨を公告しなければならない。保全管理命令を変更し、又は取り消す旨の決定があった場合も、同様とする。

Article 31 (1) When it has issued an order for provisional administration, the court must give a public notice to that effect. The same applies when the court makes a ruling to change or set aside an order for provisional administration.

２　保全管理命令、前条第三項の規定による決定及び同条第四項の即時抗告についての裁判があった場合には、その裁判書を当事者に送達しなければならない。

(2) If an order for provisional administration is issued, a ruling under the provisions of paragraph (3) of the preceding Article is made, and a judicial decision on the immediate appeal referred to in paragraph (4) of the same Article is made, the written judgment must be served upon the parties concerned.

３　第十条第四項の規定は、第一項の場合については、適用しない。

(3) The provisions of Article 10, paragraph (4) do not apply to the case referred to in paragraph (1).

（保全管理人の権限）

(Powers of Temporary Administrators)

第三十二条　保全管理命令が発せられたときは、開始前会社の事業の経営並びに財産（日本国内にあるかどうかを問わない。）の管理及び処分をする権利は、保全管理人に専属する。ただし、保全管理人が開始前会社の常務に属しない行為をするには、裁判所の許可を得なければならない。

Article 32 (1) When an order for provisional administration is issued, the right to manage the business of the company awaiting reorganization and to administer and dispose of the company's assets (irrespective of whether or not it exists in Japan) is vested exclusively in a temporary administrator; provided, however, that a temporary administrator must obtain permission of the court in order to conduct any act that does not fall within the scope of the ordinary business of the company awaiting reorganization.

２　前項ただし書の許可を得ないでした行為は、無効とする。ただし、これをもって善意の第三者に対抗することができない。

(2) Any act conducted without the permission referred to in the proviso to the preceding paragraph will be void; provided, however, that this may not be asserted against a third party in good faith.

３　第七十二条第二項及び第三項の規定は、保全管理人について準用する。

(3) The provisions of Article 72, paragraph (2) and paragraph (3) apply mutatis mutandis to a temporary administrator.

（保全管理人代理）

(Deputy Temporary Administrators)

第三十三条　保全管理人は、必要があるときは、その職務を行わせるため、自己の責任で一人又は数人の保全管理人代理を選任することができる。ただし、第六十七条第三項に規定する者は、保全管理人代理に選任することができない。

Article 33 (1) A temporary administrator, if necessary, may appoint one or more deputy temporary administrators on their own responsibility, in order to have them carry out their duties; provided, however, that the person prescribed in Article 67, paragraph (3) may not be appointed as a deputy temporary administrator.

２　前項の保全管理人代理の選任については、裁判所の許可を得なければならない。

(2) The appointment of a deputy temporary administrator referred to in the provisions of the preceding paragraph requires permission of the court.

（準用）

(Application Mutatis Mutandis)

第三十四条　第五十四条、第五十七条、第五十九条、第六十七条第二項、第六十八条、第六十九条、第七十三条、第七十四条第一項、第七十六条から第八十条まで、第八十一条第一項から第四項まで及び第八十二条第一項から第三項までの規定は保全管理人について、第八十一条第一項から第四項までの規定は保全管理人代理について、それぞれ準用する。この場合において、第五十九条中「第四十三条第一項の規定による公告」とあるのは「第三十一条第一項の規定による公告」と、第八十二条第二項中「後任の管財人」とあるのは「後任の保全管理人又は管財人」と、同条第三項中「後任の管財人」とあるのは「後任の保全管理人、管財人」と読み替えるものとする。

Article 34 (1) The provisions of Article 54, Article 57, Article 59, Article 67, paragraph (2), Article 68, Article 69, Article 73, Article 74, paragraph (1), Article 76 through Article 80, Article 81, paragraph (1) through paragraph (4), and Article 82, paragraph (1) through paragraph (3) apply mutatis mutandis to a temporary administrator, and the provisions of Article 81, paragraph (1) through paragraph (4) apply mutatis mutandis to a deputy temporary administrator. In this case, the phrase "public notice given under the provisions of Article 43, paragraph (1)" in the Article 59 is deemed to be replaced with "public notice given under the provisions of Article 31, paragraph (1) ", the term "successor trustee" in Article 82, paragraph (2) is deemed to be replaced with "successor temporary administrator or trustee" and the term "successor trustee" in Article 82, paragraph (3) is deemed to be replaced with "successor temporary administrator, trustee".

２　第五十二条第一項から第三項までの規定は保全管理命令が発せられた場合について、同条第四項から第六項までの規定は保全管理命令が効力を失った場合（更生手続開始の決定があった場合を除く。）について、それぞれ準用する。

(2) The provisions of Article 52, paragraph (1) through paragraph (3) apply mutatis mutandis when an order for provisional administration is issued, and the provisions of paragraph (4) through paragraph (6) of the same Article apply mutatis mutandis when an order for provisional administration ceases to be effective (excluding cases where a ruling to commence reorganization is made).

３　開始前会社の財産関係の事件で行政庁に係属するものについては、次の各号に掲げる場合には、当該各号に定める規定を準用する。

(3) In the cases stated in the following items, the provisions specified in the respective items apply mutatis mutandis to a case relating to the assets of the company awaiting reorganization that is pending before an administrative agency:

一　保全管理命令が発せられた場合　第五十二条第一項から第三項まで

(i) if an order for provisional administration is issued: Article 52, paragraph (1) through paragraph (3); and

二　保全管理命令が効力を失った場合（更生手続開始の決定があった場合を除く。）　第五十二条第四項から第六項まで

(ii) if an order for provisional administration ceases to be effective (excluding cases where a ruling to commence reorganization is made): Article 52, paragraph (4) through paragraph (6).

４　第六十五条の規定は、保全管理人が選任されている期間中に取締役、執行役又は清算人が自己又は第三者のために開始前会社の事業の部類に属する取引をしようとする場合について準用する。

(4) The provisions of Article 65 apply mutatis mutandis when a director, executive officer, or liquidator of the company awaiting reorganization intends to conduct a transaction that falls within the line of the business of the company for themselves or a third party during the period in which an appointed temporary administrator is in office.

５　第六十六条第一項本文の規定は、保全管理人が選任されている期間中における開始前会社の取締役、会計参与、監査役、執行役及び清算人について準用する。

(5) The provisions of the main clause of Article 66, paragraph (1) apply mutatis mutandis to a director, accounting advisor, auditor, executive officer, and liquidator of the company awaiting reorganization during the period in which an appointed temporary administrator is in office.

第四款　監督命令

Subsection 4 Supervision Orders

（監督命令）

(Supervision Orders)

第三十五条　裁判所は、更生手続開始の申立てがあった場合において、更生手続の目的を達成するために必要があると認めるときは、利害関係人の申立てにより又は職権で、更生手続開始の申立てにつき決定があるまでの間、監督委員による監督を命ずる処分をすることができる。

Article 35 (1) If a petition to commence reorganization is filed, when it finds it necessary in order to achieve the purpose of reorganization, upon the petition of an interested person or by its own authority, the court may make a disposition to order supervision by a supervisor until a ruling is made on the petition to commence reorganization .

２　裁判所は、前項の処分（以下「監督命令」という。）をする場合には、当該監督命令において、一人又は数人の監督委員を選任し、かつ、その同意を得なければ開始前会社がすることができない行為を指定しなければならない。

(2) When making the disposition referred to in the preceding paragraph (referred to as a "supervision order" below), in the supervision order, the court must appoint one or more supervisors and designate acts that the company awaiting reorganization may not conduct without obtaining their consent.

３　前項に規定する監督委員の同意を得ないでした行為は、無効とする。ただし、これをもって善意の第三者に対抗することができない。

(3) Any act conducted without the supervisor's consent prescribed in the preceding paragraph will be void; provided, however, that this may not be asserted against a third party in good faith.

４　裁判所は、監督命令を変更し、又は取り消すことができる。

(4) The court may change or set aside a supervision order.

５　監督命令及び前項の規定による決定に対しては、即時抗告をすることができる。

(5) An immediate appeal may be filed against a supervision order and a ruling made under the provisions of the preceding paragraph.

６　前項の即時抗告は、執行停止の効力を有しない。

(6) The immediate appeal referred to in the preceding paragraph does not have the effect of a stay of enforcement.

（監督命令に関する公告及び送達）

(Public Notices and Service Concerning Supervision Orders)

第三十六条　裁判所は、監督命令を発したときは、その旨を公告しなければならない。監督命令を変更し、又は取り消す旨の決定があった場合も、同様とする。

Article 36 (1) If it issues a supervision order, the court must give a public notice to that effect. The same applies when the court makes a ruling to change or set aside a supervision order.

２　監督命令、前条第四項の規定による決定及び同条第五項の即時抗告についての裁判があった場合には、その裁判書を当事者に送達しなければならない。

(2) If a supervision order is issued, a ruling under the provisions of paragraph (4) of the preceding Article is made, and a judicial decision on the immediate appeal referred to in paragraph (5) of the same Article is made, the written judgment must be served upon the parties concerned.

３　第十条第四項の規定は、第一項の場合については、適用しない。

(3) The provisions of Article 10, paragraph (4) do not apply to the case referred to in paragraph (1).

（取締役等の管財人の適性に関する調査）

(Investigation on Qualifications of Directors as Trustees)

第三十七条　裁判所は、監督委員に対して、開始前会社の取締役、会計参与、監査役、執行役、会計監査人若しくは清算人若しくはこれらの者であった者又は発起人、設立時取締役若しくは設立時監査役であった者のうち裁判所の指定する者が管財人又は管財人代理の職務を行うに適した者であるかどうかについて調査し、かつ、裁判所の定める期間内に当該調査の結果を報告すべきことを命ずることができる。

Article 37 The court may order a supervisor to investigate whether or not a person designated by the court from among the directors, accounting advisors, auditors, executive officers, financial auditors, or liquidators of the company awaiting reorganization or persons that held those posts is, or the incorporators, directors at incorporation or auditors at incorporation are qualified to perform the duties of a trustee or trustee representative, and to report the results of the investigation to the court within a period specified by the court.

（準用）

(Application Mutatis Mutandis)

第三十八条　第六十七条第二項、第六十八条、第六十九条第一項、第七十七条、第八十条及び第八十一条第一項から第四項までの規定は、監督委員について準用する。

Article 38 The provisions of Article 67, paragraph (2), Article 68, Article 69, paragraph (1), Article 77, Article 80, and Article 81, paragraph (1) through paragraph (4) apply mutatis mutandis to a supervisor.

第五款　更生手続開始前の調査命令等

Subsection 5 Examination Orders before Commencement of Reorganization Proceedings

（更生手続開始前の調査命令）

(Examination Orders Prior to Commencement of Reorganization)

第三十九条　裁判所は、更生手続開始の申立てがあった時から当該申立てについての決定があるまでの間においても、必要があると認めるときは、利害関係人の申立てにより又は職権で、次に掲げる事項の全部又は一部を対象とする第百二十五条第二項に規定する調査命令を発することができる。

Article 39 Even during the period after a petition to commence reorganization is filed until a ruling is made on the petition to commence reorganization, when it finds it necessary, upon the petition of an interested person or by its own authority, the court may issue an examination order prescribed in Article 125, paragraph (2), targeting the whole or part of the following:

一　第十七条第一項に規定する更生手続開始の原因となる事実及び第四十一条第一項第二号から第四号までに掲げる事由の有無、開始前会社の業務及び財産の状況その他更生手続開始の申立てについての判断をするのに必要な事項並びに更生手続を開始することの当否

(i) whether or not there is a fact constituting any of the grounds for commencement of reorganization prescribed in Article 17, paragraph (1) and there are any of the grounds stated in Article 41, paragraph (1), item (ii) through item (iv), the status of the business and assets of the company awaiting reorganization and other particulars necessary for making finalization on the petition to commence reorganization, and whether or not it is appropriate to commence reorganization;

二　第二十八条第一項の規定による保全処分、保全管理命令、監督命令、次条若しくは第四十条の規定による保全処分又は第百条第一項に規定する役員等責任査定決定を必要とする事情の有無及びその処分、命令又は決定の要否

(ii) whether or not there are any circumstances requiring a provisional remedy under the provisions of Article 28 paragraph (1), an order for provisional administration, a supervision order, a provisional remedy under the provisions of next Article or Article 40 or an assessment order on the liability of officers prescribed in Article 100, paragraph (1), and whether or not it is necessary to issue any of these orders; and

三　その他更生事件に関し調査委員による調査又は意見陳述を必要とする事項

(iii) other particulars for which it is necessary for an examiner to conduct an examination or state their opinions on concerning the reorganization case.

（否認権のための保全処分）

(Provisional Remedies for Right of Avoidance)

第三十九条の二　裁判所は、更生手続開始の申立てがあった時から当該申立てについての決定があるまでの間において、否認権を保全するため必要があると認めるときは、利害関係人（保全管理人が選任されている場合にあっては、保全管理人）の申立てにより又は職権で、仮差押え、仮処分その他の必要な保全処分を命ずることができる。

Article 39-2 (1) When it finds it necessary in order to preserve a right of avoidance during the period after a petition to commence reorganization is filed until a ruling on the petition is made, upon the petition of an interested person (or a temporary administrator if any temporary administrator is appointed) or by its own authority, the court may issue a ruling of provisional seizure or provisional disposition or any other necessary provisional remedy.

２　前項の規定による保全処分は、担保を立てさせて、又は立てさせないで命ずることができる。

(2) The provisional remedy under the provisions of the preceding paragraph may be issued while requiring or not requiring the provision of security.

３　裁判所は、申立てにより又は職権で、第一項の規定による保全処分を変更し、又は取り消すことができる。

(3) Upon petition or by its own authority, the court may change or void a provisional remedy issued under the provisions of paragraph (1).

４　第一項の規定による保全処分及び前項の申立てについての裁判に対しては、即時抗告をすることができる。

(4) An immediate appeal may be filed against a provisional remedy issued under the provisions of paragraph (1) and a judicial decision on the petition referred to in the preceding paragraph.

５　前項の即時抗告は、執行停止の効力を有しない。

(5) The immediate appeal referred to in the preceding paragraph does not have the effect of a stay of enforcement.

６　第四項に規定する裁判及び同項の即時抗告についての裁判があった場合には、その裁判書を当事者に送達しなければならない。この場合においては、第十条第三項本文の規定は、適用しない。

(6) If a judicial decision prescribed in paragraph (4) and a judicial decision on the immediate appeal referred to in the same paragraph are made, the written judgment must be served upon the parties concerned. In this case, the provisions of the main clause of Article 10, paragraph (3) do not apply.

（更生手続開始前の役員等の財産に対する保全処分）

(Provisional Remedies upon Assets of Officers Prior to the Commencement of Reorganization)

第四十条　裁判所は、更生手続開始の申立てがあった時から当該申立てについての決定があるまでの間においても、緊急の必要があると認めるときは、開始前会社（保全管理人が選任されている場合にあっては、保全管理人）の申立てにより又は職権で、第九十九条第一項各号に掲げる保全処分をすることができる。

Article 40 (1) Even during the period after a petition to commence reorganization is filed until a ruling on the petition is made, when it finds urgent necessity, upon the petition of the company awaiting reorganization (or a temporary administrator if any temporary administrator is appointed) or by its own authority, the court may issue a provisional remedy stated in each item of Article 99, paragraph (1).

２　第九十九条第二項から第五項までの規定は、前項の規定による保全処分があった場合について準用する。

(2) The provisions of Article 99, paragraph (2) through paragraph (5) apply mutatis mutandis where a provisional remedy is issued under the provisions of the preceding paragraph.

第三章　更生手続開始の決定及びこれに伴う効果等

Chapter III Rulings to Commence Reorganization Proceedings and their Legal Effect

第一節　更生手続開始の決定

Section 1 Rulings to Commence Reorganization Proceedings

（更生手続開始の決定）

(Rulings to Commence Reorganization)

第四十一条　裁判所は、第十七条の規定による更生手続開始の申立てがあった場合において、同条第一項に規定する更生手続開始の原因となる事実があると認めるときは、次の各号のいずれかに該当する場合を除き、更生手続開始の決定をする。

Article 41 (1) If a petition to commence reorganization is filed under the provisions of Article 17, when it finds a fact constituting the grounds for the commencement of reorganization, the court makes a ruling to commence reorganization, except in any of the cases listed in the following items:

一　更生手続の費用の予納がないとき。

(i) when expenses for reorganization are not prepaid;

二　裁判所に破産手続、再生手続又は特別清算手続が係属し、その手続によることが債権者の一般の利益に適合するとき。

(ii) when bankruptcy proceedings, rehabilitation proceedings or special liquidation proceedings are pending before the court, and enforcing the proceedings conforms to the common interests of creditors;

三　事業の継続を内容とする更生計画案の作成若しくは可決の見込み又は事業の継続を内容とする更生計画の認可の見込みがないことが明らかであるとき。

(iii) when it is obvious that a proposed reorganization plan providing for the continuation of the business is unlikely to be prepared or approved or a reorganization plan providing for the continuation of the business is unlikely to be confirmed; or

四　不当な目的で更生手続開始の申立てがされたとき、その他申立てが誠実にされたものでないとき。

(iv) when the petition to commence organization is filed for an unjustifiable purpose or it is not filed in good faith.

２　前項の決定は、その決定の時から、効力を生ずる。

(2) The ruling made under the preceding paragraph will become effective as of the time when it is made.

（更生手続開始の決定と同時に定めるべき事項）

(Particulars to Be Specified When Making a Ruling to Commence Reorganization)

第四十二条　裁判所は、更生手続開始の決定と同時に、一人又は数人の管財人を選任し、かつ、更生債権等の届出をすべき期間及び更生債権等の調査をするための期間を定めなければならない。

Article 42 (1) Upon making a ruling to commence reorganization, the court must appoint one or more trustees and specify a period during which a proof of a secured or unsecured reorganization claim should be filed and a period for conducting an investigation of secured or unsecured reorganization claims.

２　前項の場合において、知れている更生債権者等の数が千人以上であり、かつ、相当と認めるときは、裁判所は、次条第五項本文において準用する同条第三項第一号及び第四十四条第三項本文の規定による知れている更生債権者等に対する通知をせず、かつ、第百三十八条から第百四十条まで又は第百四十二条の規定により更生債権等の届出をした更生債権者等（以下「届出をした更生債権者等」という。）を関係人集会（更生計画案の決議をするためのものを除く。）の期日に呼び出さない旨の決定をすることができる。

(2) In the case referred to in the preceding paragraph, if there are one thousand or more known secured or unsecured reorganization creditors and it finds it appropriate, the court may make a ruling not to give a notice to known secured or unsecured reorganization creditors under the provisions of paragraph (3), item (i) of the following Article, as applied mutatis mutandis pursuant to the main clause of paragraph (5) of the same Article, and the provisions of the main clause of Article 44, paragraph (3), and not to summon, on the date of a stakeholders meeting (excluding one aimed for adopting a resolution on a proposed reorganization plan), secured or unsecured reorganization creditors that have filed a proof of their secured or unsecured reorganization claims pursuant to the provisions of Article 138 through Article 140 or Article 142 (referred to as "secured or unsecured reorganization creditors who filed claims").

（更生手続開始の公告等）

(Public Notices of the Commencement of Reorganization)

第四十三条　裁判所は、更生手続開始の決定をしたときは、直ちに、次に掲げる事項を公告しなければならない。ただし、第五号に規定する社債管理者等がないときは、同号に掲げる事項については、公告することを要しない。

Article 43 (1) When it has made a ruling to commence reorganization, the court must immediately give a public notice of the following; provided, however, that when there is no bond administrator or trustee company prescribed in item (v), a public notice of the particulars stated in the same item is not required:

一　更生手続開始の決定の主文

(i) the main text of the ruling to commence reorganization;

二　管財人の氏名又は名称

(ii) the name of a trustee;

三　前条第一項の規定により定めた期間

(iii) the periods specified pursuant to the provisions of paragraph (1) of the preceding Article;

四　財産所持者等（更生会社の財産の所持者及び更生会社に対して債務を負担する者をいう。）は、更生会社にその財産を交付し、又は弁済をしてはならない旨

(iv) the order to the effect that a possessor of assets and owner of debts (meaning a person that possesses the assets of the reorganizing company and a person that owes a debt to the reorganizing company) must not deliver the assets or make payment to the reorganizing company; and

五　更生会社が発行した社債について社債管理者等（社債管理者又は担保付社債信託法（明治三十八年法律第五十二号）第二条第一項に規定する信託契約の受託会社をいう。）がある場合における当該社債についての更生債権者等の議決権は、第百九十条第一項各号のいずれかに該当する場合（同条第三項の場合を除く。）でなければ行使することができない旨

(v) the statement to the effect that where there is any bond administrator or trustee company (meaning a bond administrator or a trustee company under a trust agreement prescribed in Article 2, paragraph (1) of the Secured Bonds Trust Act (Act No. 52 of 1905)) with regard to corporate bonds issued by the reorganizing company, secured or unsecured reorganization creditors may not exercise their voting rights based on the corporate bonds except in a case that falls any of the items of Article 190, paragraph (1) (excluding the case referred to in paragraph (3) of the same Article).

２　前条第二項の決定があったときは、裁判所は、前項各号に掲げる事項のほか、第五項本文において準用する次項第一号及び次条第三項本文の規定による知れている更生債権者等に対する通知をせず、かつ、届出をした更生債権者等を関係人集会（更生計画案の決議をするためのものを除く。）の期日に呼び出さない旨をも公告しなければならない。

(2) When a ruling referred to in paragraph (2) of the preceding Article is made, beyond the particulars stated in the items of the preceding paragraph, the court must give a public notice to the effect that it will not give a notice to known secured or unsecured reorganization creditors under the provisions of item (i) of the following paragraph, as applied mutatis mutandis pursuant to the main clause of paragraph (5), and the provisions of the main clause of paragraph (3) of the following Article, and also will not summon secured or unsecured reorganization creditors who filed claims on the date of a stakeholders meeting (excluding one with the aim of adopting a resolution on a proposed reorganization plan).

３　次に掲げる者には、前二項の規定により公告すべき事項を通知しなければならない。

(3) The following persons must be given a notice of the particulars which a public notice must give, pursuant to the provisions of the preceding two paragraphs:

一　管財人、更生会社及び知れている更生債権者等

(i) a trustee, the reorganizing company, and known secured or unsecured reorganization creditors;

二　知れている株主

(ii) known shareholders;

三　第一項第四号に規定する財産所持者等であって知れているもの

(iii) known possessors of assets and owners of debts prescribed in paragraph (1), item (iv); and

四　保全管理命令、監督命令又は第三十九条の規定による調査命令があった場合における保全管理人、監督委員又は調査委員

(iv) a temporary administrator, a supervisor, or an examiner when an order for provisional administration, a supervision order, or an examination order under the provisions of Article 39 is issued, respectively.

４　前項の規定にかかわらず、次の各号に掲げる場合には、それぞれ当該各号に定める者に対しては、同項の規定による通知をすることを要しない。

(4) Notwithstanding the provisions of the preceding paragraph, in the cases stated in the following items, the notice specified in the respective items does not be required to be given under the provisions of the same paragraph:

一　更生会社がその財産をもって約定劣後更生債権（更生債権者と更生会社との間において、更生手続開始前に、当該会社について破産手続が開始されたとすれば当該破産手続におけるその配当の順位が破産法第九十九条第一項に規定する劣後的破産債権に後れる旨の合意がされた債権をいう。以下同じ。）に優先する債権に係る債務を完済することができない状態にあることが明らかである場合　約定劣後更生債権を有する者であって知れているもの

(i) when it is obvious that the reorganizing company is unable to pay its debts in full with its assets with regard to claims that take precedence over consensually-subordinated reorganization claims (meaning claims for which the reorganization creditor and the reorganizing company, prior to the commencement of reorganization, reach an agreement to the effect that if bankruptcy proceedings are commenced against the reorganizing company, the claim will be subordinated to a subordinate bankruptcy claim prescribed in Article 99, paragraph (1) of the Bankruptcy Act in the order of priority for receiving a distribution in the bankruptcy proceedings; the same applies below): the holders of the consensually-subordinated reorganization claims if they are known; and

二　更生会社がその財産をもって債務を完済することができない状態にあることが明らかである場合　知れている株主

(ii) when it is obvious that the reorganizing company is unable to pay its debts in full with its assets: known shareholders.

５　第一項第二号、第三項第一号から第三号まで及び前項の規定は第一項第二号に掲げる事項に変更を生じた場合について、第一項第三号、第三項第一号及び第二号並びに前項の規定は第一項第三号に掲げる事項に変更を生じた場合（更生債権等の届出をすべき期間に変更を生じた場合に限る。）について準用する。ただし、前条第二項の決定があったときは、知れている更生債権者等に対しては、当該通知をすることを要しない。

(5) The provisions of paragraph (1), item (ii), paragraph (3), item (i) through item (iii), and the preceding paragraph apply mutatis mutandis when there is a change to the particulars stated in paragraph (1), item (ii), and the provisions of paragraph (1), item (iii), paragraph (3), item (i) and item (ii), and the preceding paragraph apply mutatis mutandis when there is a change to the particulars stated in paragraph (1), item (iii) (limited to cases where there is a change to the period during which a proof of secured or unsecured reorganization claims should be filed); provided, however, that when the ruling referred to in paragraph (2) of the preceding Article is made, the notice is not required to be given to known secured or unsecured reorganization creditors.

（抗告）

(Appeals)

第四十四条　更生手続開始の申立てについての裁判に対しては、即時抗告をすることができる。

Article 44 (1) An immediate appeal may be filed against a judicial decision on a petition to commence reorganization.

２　前章第二節の規定は、更生手続開始の申立てを棄却する決定に対して前項の即時抗告があった場合について準用する。

(2) The provisions of Section 2 of the preceding Chapter apply mutatis mutandis when an immediate appeal referred to in the preceding paragraph is filed against a ruling to dismiss a petition to commence reorganization.

３　更生手続開始の決定をした裁判所は、第一項の即時抗告があった場合において、当該決定を取り消す決定が確定したときは、直ちにその主文を公告し、かつ、前条第三項各号（第四号を除く。）に掲げる者（同条第四項の規定により通知を受けなかった者を除く。）にその主文を通知しなければならない。ただし、第四十二条第二項の決定があったときは、知れているｕ更生債権者等に対しては、当該通知をすることを要しない。

(3) The court that has made a ruling to commence reorganization, if an immediate appeal referred to in paragraph (1) is filed and a ruling to set aside the relevant order becomes final and binding, must immediately give a public notice of the main text of the order and give a notice of their main text to the persons stated in the items of paragraph (3) of the preceding Article (excluding item (iv)) (excluding the persons that are not given a notice under the provisions of paragraph (4) of the same Article); provided, however, that when a ruling referred to in Article 42, paragraph (2) is made, the notice is not required to be given to known secured or unsecured reorganization creditors.

第二節　更生手続開始の決定に伴う効果

Section 2 Legal Effect of Rulings to Commence Reorganization Proceedings

（更生会社の組織に関する基本的事項の変更の禁止）

(Prohibition of Change to Basic Particulars Concerning the Structure of a Reorganizing Company)

第四十五条　更生手続開始後その終了までの間においては、更生計画の定めるところによらなければ、更生会社について次に掲げる行為を行うことができない。

Article 45 (1) During the period after the commencement of a reorganization until their close, none of the following acts may be conducted with regard to the reorganizing company unless it is prescribed in a reorganization plan:

一　株式の消却、更生会社の発行する売渡株式等（会社法第百七十九条の二第一項第五号に規定する売渡株式等をいう。以下同じ。）についての株式等売渡請求（同法第百七十九条の三第一項に規定する株式等売渡請求をいう。第百七十四条の三及び第二百十四条の二において同じ。）に係る売渡株式等の取得、株式の併合若しくは分割、株式無償割当て又は募集株式（同法第百九十九条第一項に規定する募集株式をいう。以下同じ。）を引き受ける者の募集

(i) cancellation, acquisition of the shares subject to the cash-out (meaning the shares subject to the cash-out prescribed in Article 179-2, paragraph (1), item (v) of the Companies Act; the same applies below) involved in the demand for share cash-out (meaning the demand for share cash-out prescribed in Article 179-3, paragraph (1) of the Act; the same applies in Article 174-3 and Article 214-2) with regard to the shares subject to the cash-out issued by the reorganization company, consolidation or splitting of shares, allotment of shares without contribution, or solicitation of subscribers of shares for subscription (meaning shares for subscription prescribed in Article 199, paragraph (1) of the Act; the same applies below);

二　募集新株予約権（会社法第二百三十八条第一項に規定する募集新株予約権をいう。以下同じ。）を引き受ける者の募集、新株予約権の消却又は新株予約権無償割当て

(ii) solicitation of subscribers of share options (meaning share options prescribed in Article 238, paragraph (1) of the Companies Act; the same applies below), cancellation of share options or allotment of share options without contribution;

三　資本金又は準備金（資本準備金及び利益準備金をいう。以下同じ。）の額の減少

(iii) reduction of the amount of stated capital or reserves (meaning capital reserves and retained earnings reserves; the same applies below);

四　剰余金の配当その他の会社法第四百六十一条第一項各号に掲げる行為

(iv) dividend of surplus and other acts stated in the items of Article 461, paragraph (1) of the Companies Act;

五　解散又は株式会社の継続

(v) dissolution, or continuation of the stock company;

六　募集社債（会社法第六百七十六条に規定する募集社債をいう。以下同じ。）を引き受ける者の募集

(vi) solicitation of subscribers of bonds for subscription (meaning bonds for subscription prescribed in Article 676 of the Companies Act; the same applies below); and

七　持分会社への組織変更又は合併、会社分割、株式交換若しくは株式移転

(vii) entity conversion into a membership company, or merger, company split, share exchange, or share transfer.

２　更生手続開始後その終了までの間においては、更生計画の定めるところによるか、又は裁判所の許可を得なければ、更生会社の定款の変更をすることができない。

(2) During the period after the commencement of reorganization until their close, the articles of incorporation of the reorganizing company may not be amended unless it is prescribed in a reorganization plan or it is permitted by the court.

（事業等の譲渡）

(Transfers of Business)

第四十六条　更生手続開始後その終了までの間においては、更生計画の定めるところによらなければ、更生会社に係る会社法第四百六十七条第一項第一号から第二号の二までに掲げる行為（以下この条において「事業等の譲渡」という。）をすることができない。ただし、次項から第八項までの規定により更生会社に係る事業等の譲渡をする場合は、この限りでない。

Article 46 (1) During the period after the commencement of reorganization until their close, the acts stated in Article 467, paragraph (1), item (i) through item (ii)-2 of the Companies Act (referred to as the "transfer of the business and other related acts" in this Article) which relate to the reorganization company may not be conducted unless prescribed in a reorganization plan; provided, however, that this does not apply when the transfer of the business and other related acts regarding the business of the reorganizing company is conducted pursuant to the provisions of the following paragraph through paragraph (8).

２　更生手続開始後更生計画案を決議に付する旨の決定がされるまでの間においては、管財人は、裁判所の許可を得て、更生会社に係る事業等の譲渡をすることができる。この場合において、裁判所は、当該事業等の譲渡が当該更生会社の事業の更生のために必要であると認める場合に限り、許可をすることができる。

(2) During the period after the commencement of a reorganization until a ruling to refer the proposed reorganization plan to a resolution is made, a trustee, with permission of the court, may conduct the transfer of the business and other related acts relating to the reorganizing company. In this case, the court may grant permission only when it finds the transfer of the business and other related acts to be necessary for the reorganization of the reorganizing company's business.

３　裁判所は、前項の許可をする場合には、次に掲げる者の意見を聴かなければならない。

(3) When granting the permission referred to in the preceding paragraph, the court must hear opinions from the following persons:

一　知れている更生債権者（更生会社が更生手続開始の時においてその財産をもって約定劣後更生債権に優先する債権に係る債務を完済することができない状態にある場合における当該約定劣後更生債権を有する者を除く。）。ただし、第百十七条第二項に規定する更生債権者委員会があるときは、その意見を聴けば足りる。

(i) known secured or unsecured reorganization creditors (when the reorganizing company, at the time of commencement of reorganization, is unable to pay its debts in full with its assets with regard to claims that take preference over consensually-subordinated reorganization claims, the holders of the consensually-subordinated reorganization claims will be excluded); provided, however, that if there is a secured or unsecured reorganization creditors committee prescribed in Article 117, paragraph (2), it will be sufficient to hear opinions from the committee;

二　知れている更生担保権者。ただし、第百十七条第六項に規定する更生担保権者委員会があるときは、その意見を聴けば足りる。

(ii) known secured reorganization creditors; provided, however, that if there is a committee of holders of secured reorganization claims prescribed in Article 117, paragraph (6), it will be sufficient to hear opinions from the committee; and

三　労働組合等（更生会社の使用人の過半数で組織する労働組合があるときはその労働組合、更生会社の使用人の過半数で組織する労働組合がないときは更生会社の使用人の過半数を代表する者をいう。）

(iii) the labor union or relevant representative (meaning the labor union consisting of the majority of the employees of the reorganizing company, if there is any such labor union, or the person representative of the majority of the employees of the reorganizing company, if there is no labor union consisting of the majority of the employees of the reorganizing company).

４　管財人は、第二項の規定により更生会社に係る事業等の譲渡をしようとする場合には、あらかじめ、次に掲げる事項を公告し、又は株主に通知しなければならない。

(4) If a trustee intends to conduct the transfer of the business and other related acts relating to the reorganizing company pursuant to the provisions of paragraph (2), the trustee must give a public notice or give notice to shareholders of the following in advance:

一　当該事業等の譲渡の相手方、時期及び対価並びに当該事業等の譲渡の対象となる事業（会社法第四百六十七条第一項第二号の二に掲げる行為をする場合にあっては、同号の子会社の事業）の内容

(i) the transferee of the business and relevant assets, the time and value of the transfer of the business and other related acts, and the content of the business subject to the transfer of the business and other related acts (in the case of conducting the act stated in Article 467, paragraph (1), item (ii)-2 of the Companies Act, the business of the subsidiary referred to in that item); and

二　当該事業等の譲渡に反対の意思を有する株主は、当該公告又は当該通知があった日から二週間以内にその旨を書面をもって管財人に通知すべき旨

(ii) a statement to the effect that any shareholder that has an objection to the transfer of the business and other related acts should give a notice of the objection in writing to the trustee within two weeks from the day on which the public notice was given or the notice was given to the shareholder.

５　前項の規定による株主に対する通知は、株主名簿に記載され、若しくは記録された住所又は株主が更生会社若しくは管財人に通知した場所若しくは連絡先にあてて、することができる。

(5) The notice to a shareholder under the provisions of the preceding paragraph may be dispatched to the shareholder's address entered or recorded in the shareholder registry or any other place or point of contact which the shareholder has notified the reorganizing company or the trustee of.

６　第四項の規定による株主に対する通知は、その通知が通常到達すべきであった時に、到達したものとみなす。

(6) The notice to a shareholder under the provisions of paragraph (4) is deemed to have reached the addressee at the time when the notice should have normally arrived.

７　裁判所は、次の各号のいずれかに該当する場合には、第二項の許可をすることができない。

(7) The court may not grant the permission referred to in paragraph (2) in any of the following cases:

一　第四項の規定による公告又は通知があった日から一月を経過した後に第二項の許可の申立てがあったとき。

(i) when a petition for the permission referred to in paragraph (2) is filed after one month has elapsed since the day on which the public notice or the notice to shareholders is given under the provisions of paragraph (4); or

二　第四項第二号に規定する期間内に、更生会社の総株主の議決権の三分の一を超える議決権を有する株主が、書面をもって管財人に第二項の規定による事業等の譲渡に反対の意思を有する旨の通知をしたとき。

(ii) when a shareholder that has voting rights which account for more than one-third of the voting rights of all shareholders of the reorganizing company has given a notice in writing to the trustee within the period prescribed in paragraph (4), item (ii) to express that they have an objection to the transfer of the business and other related acts under the provisions of paragraph (2).

８　第四項から前項までの規定は、第二項の規定による事業等の譲渡に係る契約の相手方が更生会社の特別支配会社（会社法第四百六十八条第一項に規定する特別支配会社をいう。）である場合又は第二項の許可の時において更生会社がその財産をもって債務を完済することができない状態にある場合には、適用しない。

(8) The provisions of paragraph (4) through the preceding paragraph do not apply when the counterparty to the contract for the transfer of the business and other related acts under the provisions of paragraph (2) is a special controlling company (meaning a special controlling company prescribed in Article 468, paragraph (1) of the Companies Act) of the reorganizing company or when the reorganizing company is, at the time of the permission referred to in paragraph (2), unable to pay its debts in full with its assets.

９　第二項の許可を得ないでした行為は、無効とする。ただし、これをもって善意の第三者に対抗することができない。

(9) Any act conducted without the permission referred to in paragraph (2) will be void; provided, however, that this may not be asserted against a third party in good faith.

１０　第二項の許可を得て更生会社に係る事業等の譲渡をする場合には、会社法第二編第七章の規定は、適用しない。

(10) The provisions of Chapter VII, Part II of the Companies Act do not apply when the transfer of the business and other related acts relating to the reorganizing company is conducted with the permission referred to in paragraph (2).

（更生債権等の弁済の禁止）

(Prohibition of Payment of a Reorganization Claim)

第四十七条　更生債権等については、更生手続開始後は、この法律に特別の定めがある場合を除き、更生計画の定めるところによらなければ、弁済をし、弁済を受け、その他これを消滅させる行為（免除を除く。）をすることができない。

Article 47 (1) With regard to a secured or unsecured reorganization claim, after the commencement of reorganization, except as otherwise prescribed in this Act, it is not permissible to make or receive payment or conduct any other act which causes the claim to be extinguished (excluding a release) unless it is prescribed in a reorganization plan.

２　更生会社を主要な取引先とする中小企業者が、その有する更生債権等の弁済を受けなければ、事業の継続に著しい支障を来すおそれがあるときは、裁判所は、更生計画認可の決定をする前でも、管財人の申立てにより又は職権で、その全部又は一部の弁済をすることを許可することができる。

(2) If a small or medium-sized enterprise of which major trading partner is the reorganizing company is likely to experience significant hindrance to the continuation of their business unless they receive payment of their secured or unsecured reorganization claim, the court, even before it makes a ruling confirming the reorganization plan, may permit payment of the claim in the whole or part upon the petition of a trustee or by its own authority,.

３　裁判所は、前項の規定による許可をする場合には、更生会社と同項の中小企業者との取引の状況、更生会社の資産状態、利害関係人の利害その他一切の事情を考慮しなければならない。

(3) When granting permission under the provisions of the preceding paragraph, the court must take into consideration the status of transactions between the reorganizing company and the small or medium-sized enterprise referred to in the same paragraph, the reorganizing company's financial condition, the interest of any interested person and all other circumstances concerned.

４　管財人は、更生債権者等から第二項の申立てをすべきことを求められたときは、直ちにその旨を裁判所に報告しなければならない。この場合において、その申立てをしないこととしたときは、遅滞なく、その事情を裁判所に報告しなければならない。

(4) A trustee, when requested by a secured or unsecured reorganization creditor to file the petition referred to in paragraph (2), must report to the court to that effect immediately. In this case, if the trustee has decided not to file a petition, the trustee must report the reason for this to the court without delay.

５　少額の更生債権等を早期に弁済することにより更生手続を円滑に進行することができるとき、又は少額の更生債権等を早期に弁済しなければ更生会社の事業の継続に著しい支障を来すときは、裁判所は、更生計画認可の決定をする前でも、管財人の申立てにより、その弁済をすることを許可することができる。

(5) When it would be possible to make reorganization progress smoothly by paying a small secured or unsecured reorganization claim at an early stage, or significant hindrance would be caused to the continuation of the reorganizing company's business unless a small secured or unsecured reorganization claim is paid at an early stage, even before it makes a ruling confirming the reorganization plan, the court may permit payment of the claim upon the petition of a trustee.

６　第二項から前項までの規定は、約定劣後更生債権である更生債権については、適用しない。

(6) The provisions of paragraph (2) through the preceding paragraph do not apply to a reorganization claim that is a consensually-subordinated reorganization claim.

７　第一項の規定は、次に掲げる事由により、更生債権等である租税等の請求権（共助対象外国租税の請求権を除く。）が消滅する場合には、適用しない。

(7) The provisions of paragraph (1) do not apply when a right to impose taxes or other charges (excluding a claim for a foreign tax subject to mutual assistance) that is a secured or unsecured reorganization claim is extinguished on any of the following grounds:

一　第二十四条第二項に規定する国税滞納処分（当該国税滞納処分又はその続行が許される場合に限る。）

(i) the disposition to collect national tax arrears prescribed in Article 24, paragraph (2) (only when the disposition to collect national tax arrears or their continuation is permissible);

二　第二十四条第二項に規定する国税滞納処分による差押えを受けた更生会社の債権（差押えの効力の及ぶ債権を含む。）の第三債務者が当該国税滞納処分の中止中に徴収の権限を有する者に対して任意にした給付

(ii) the payment voluntarily made by the third party debtor of a claim of the reorganizing company that has been seized through the disposition to collect national tax arrears prescribed in Article 24, paragraph (2) (including any claim subject to the effect of the seizure), to the person that has the power of collection, during the stay of the disposition to collect national tax arrears;

三　徴収の権限を有する者による還付金又は過誤納金の充当

(iii) the appropriation of the money refunded or money paid by mistake, which is conducted by the person that has the power of collection; or

四　管財人が裁判所の許可を得てした弁済

(iv) the payment made by the trustee with permission of the court.

（管財人による相殺）

(Set-off by Trustees)

第四十七条の二　管財人は、更生会社財産に属する債権をもって更生債権等と相殺することが更生債権者等の一般の利益に適合するときは、裁判所の許可を得て、その相殺をすることができる。

Article 47-2 If a set-off of a claim that belongs to the reorganizing company assets against a secured or unsecured reorganization claim conforms to the common interests of secured or unsecured reorganization creditors, a trustee may effect such a set-off with permission of the court.

（相殺権）

(Right to a Set-Off)

第四十八条　更生債権者等が更生手続開始当時更生会社に対して債務を負担する場合において、債権及び債務の双方が第百三十八条第一項に規定する債権届出期間の満了前に相殺に適するようになったときは、更生債権者等は、当該債権届出期間内に限り、更生計画の定めるところによらないで、相殺をすることができる。債務が期限付であるときも、同様とする。

Article 48 (1) If a secured or unsecured reorganization creditor owes a debt to the reorganizing company at the time of commencement of the reorganization, the secured or unsecured reorganization creditor, when their claim and debt become suitable for a set-off prior to the expiration of the period for filing a proof of claims prescribed in Article 138, paragraph (1), may effect a set-off only within the period for filing a proof of claims, even if it is not prescribed in a reorganization plan. The same applies when the debt of the secured or unsecured reorganization creditor is subject to a time limit.

２　更生債権者等が更生手続開始当時更生会社に対して負担する債務が賃料債務である場合には、更生債権者等は、更生手続開始後にその弁済期が到来すべき賃料債務（前項の債権届出期間の満了後にその弁済期が到来すべきものを含む。次項において同じ。）については、更生手続開始の時における賃料の六月分に相当する額を限度として、前項の債権届出期間内に限り、更生計画の定めるところによらないで、相殺をすることができる。

(2) When the debt owed by a secured or unsecured reorganization creditor to the reorganizing company at the time of commencement of the reorganization is a rent debt, the secured or unsecured reorganization creditor may effect a set-off with regard to any rent debt that is to become due after the commencement of the reorganization (including one that is to become due after the expiration of the period for filing a proof of claims referred to in the preceding paragraph; the same applies in the following paragraph) up to the amount equivalent to the six-month rent as of the time of commencement of the reorganization only within the period for filing a proof of claims referred to in the preceding paragraph, even if it is not prescribed in a reorganization plan.

３　前項に規定する場合において、更生債権者等が、更生手続開始後にその弁済期が到来すべき賃料債務について、更生手続開始後その弁済期に弁済をしたときは、更生債権者等が有する敷金の返還請求権は、更生手続開始の時における賃料の六月分に相当する額（同項の規定により相殺をする場合には、相殺により免れる賃料債務の額を控除した額）の範囲内におけるその弁済額を限度として、共益債権とする。

(3) In the case referred to in the preceding paragraph, when the secured or unsecured reorganization creditor, with regard to their rent debt that is to become due after the commencement of the reorganization, has made payment of the debt after the commencement of the reorganization, the claim of the secured or unsecured reorganization creditor to refund the security deposit will be a common-benefit claim up to the amount paid within the amount equivalent to the six-month rent as of the time of commencement of the reorganization (when a set-off is effected under the provisions of the same paragraph, the amount of the rent debt from which the secured or unsecured reorganization creditor is relieved will be deducted).

４　前二項の規定は、地代又は小作料の支払を目的とする債務について準用する。

(4) The provisions of the preceding two paragraphs apply mutatis mutandis to a debt for payment of ground rent or farmland rent.

（相殺の禁止）

(Prohibition of Set-Offs)

第四十九条　更生債権者等は、次に掲げる場合には、相殺をすることができない。

Article 49 (1) A secured or unsecured reorganization creditor may not effect a set-off in the following cases:

一　更生手続開始後に更生会社に対して債務を負担したとき。

(i) if the reorganization creditor has incurred a debt to the reorganizing company after the commencement of reorganization;

二　支払不能（更生会社が、支払能力を欠くために、その債務のうち弁済期にあるものにつき、一般的かつ継続的に弁済することができない状態をいう。以下同じ。）になった後に契約によって負担する債務を専ら更生債権等をもってする相殺に供する目的で更生会社の財産の処分を内容とする契約を更生会社との間で締結し、又は更生会社に対して債務を負担する者の債務を引き受けることを内容とする契約を締結することにより更生会社に対して債務を負担した場合であって、当該契約の締結の当時、支払不能であったことを知っていたとき。

(ii) if the secured or unsecured reorganization creditor has incurred a debt to the reorganizing company by, after the reorganizing company became unable to pay debts (the condition in which the reorganizing company, due to the lack of ability to pay, is generally and continuously unable to pay its debts as they become due; the same applies below), concluding a contract for disposing of the reorganizing company's assets with the reorganizing company with the intent to set off any debt to be assumed by the reorganization creditor under the contract exclusively against secured or unsecured reorganization claims, or concluding a contract for assuming any debt owed by another person to the reorganizing company, and the reorganization creditor knew, at the time of conclusion of the contract, that the reorganizing company was unable to pay debts;

三　支払の停止があった後に更生会社に対して債務を負担した場合であって、その負担の当時、支払の停止があったことを知っていたとき。ただし、当該支払の停止があった時において支払不能でなかったときは、この限りでない。

(iii) if the reorganization creditor has incurred a debt to the reorganizing company after the reorganizing company suspended payments, and the reorganization creditor knew, at the time of assumption of the debt, the fact that the reorganizing company had suspended payments; provided, however, that this does not apply if the reorganizing company was not unable to pay debts at the time when the reorganizing company suspended payments; and

四　更生手続開始、破産手続開始、再生手続開始又は特別清算開始の申立て（以下この条及び次条において「更生手続開始の申立て等」という。）があった後に更生会社に対して債務を負担した場合であって、その負担の当時、更生手続開始の申立て等があったことを知っていたとき。

(iv) if the reorganization creditor has incurred a debt to the reorganizing company after a petition to commence reorganization , reorganization of bankruptcy proceedings, reorganization of rehabilitation proceedings, or reorganization of special liquidation (referred to as a "petition to commence reorganization" in this Article and the following Article) was filed, and the reorganization creditor knew, at the time of assumption of the debt, of the fact that a petition to commence reorganization had been filed.

２　前項第二号から第四号までの規定は、これらの規定に規定する債務の負担が次の各号に掲げる原因のいずれかに基づく場合には、適用しない。

(2) The provisions of item (ii) through item (iv) of the preceding paragraph do not apply when the assumption of a debt prescribed in these provisions arose from any of the causes stated in the following items:

一　法定の原因

(i) a statutory cause;

二　支払不能であったこと又は支払の停止若しくは更生手続開始の申立て等があったことを更生債権者等が知った時より前に生じた原因

(ii) a cause that had occurred before the secured or unsecured reorganization creditor came to know the fact that the reorganizing company had been unable to pay debts, that the reorganizing company had suspended payments or that a petition to commence reorganization had been filed; or

三　更生手続開始の申立て等があった時より一年以上前に生じた原因

(iii) a cause that had occurred not less than one year before a petition to commence reorganization was filed.

第四十九条の二　更生会社に対して債務を負担する者は、次に掲げる場合には、相殺をすることができない。

Article 49-2 (1) A person that owes a debt to the reorganizing company may not effect a set-off in the following cases:

一　更生手続開始後に他人の更生債権等を取得したとき。

(i) when the person has acquired another person's secured or unsecured reorganization claim after the commencement of reorganization;

二　支払不能になった後に更生債権等を取得した場合であって、その取得の当時、支払不能であったことを知っていたとき。

(ii) if the person has acquired a secured or unsecured reorganization claim after the reorganizing company became unable to pay debts, and the person knew, at the time of acquisition of the claim, the fact that the reorganizing company was unable to pay debts;

三　支払の停止があった後に更生債権等を取得した場合であって、その取得の当時、支払の停止があったことを知っていたとき。ただし、当該支払の停止があった時において支払不能でなかったときは、この限りでない。

(iii) if the person has acquired a secured or unsecured reorganization claim after the reorganizing company suspended payments, and the person knew, at the time of acquisition of the claim, the fact that the reorganizing company had suspended payments; provided, however, that this does not apply if the reorganizing company was not unable to pay debts at the time when the reorganizing company suspended payments; and

四　更生手続開始の申立て等があった後に更生債権等を取得した場合であって、その取得の当時、更生手続開始の申立て等があったことを知っていたとき。

(iv) if the person has acquired a secured or unsecured reorganization claim after a petition to commence reorganization was filed, and the person knew, at the time of acquisition of the claim, the fact that a petition to commence reorganization had been filed.

２　前項第二号から第四号までの規定は、これらの規定に規定する更生債権等の取得が次の各号に掲げる原因のいずれかに基づく場合には、適用しない。

(2) The provisions of item (ii) through item (iv) of the preceding paragraph do not apply where the acquisition of a secured or unsecured reorganization claim prescribed in these provisions arose from any of the causes stated in the following items:

一　法定の原因

(i) a statutory cause;

二　支払不能であったこと又は支払の停止若しくは更生手続開始の申立て等があったことを更生会社に対して債務を負担する者が知った時より前に生じた原因

(ii) a cause that had occurred before the person that owes a debt to the reorganizing company came to know the fact that the reorganizing company had been unable to pay debts, that the reorganizing company had suspended payments or that a petition to commence reorganization had been filed;

三　更生手続開始の申立て等があった時より一年以上前に生じた原因

(iii) a cause that had occurred not less than one year before a petition to commence reorganization was filed; or

四　更生会社に対して債務を負担する者と更生会社との間の契約

(iv) a contract concluded between the reorganizing company and the person that owes a debt to the reorganizing company.

（他の手続の中止等）

(Stay of Other Proceedings)

第五十条　更生手続開始の決定があったときは、破産手続開始、再生手続開始、更生手続開始若しくは特別清算開始の申立て、更生会社の財産に対する第二十四条第一項第二号に規定する強制執行等、企業担保権の実行若しくは同項第六号に規定する外国租税滞納処分又は更生債権等に基づく財産開示手続の申立てはすることができず、破産手続、再生手続、更生会社の財産に対して既にされている同項第二号に規定する強制執行等の手続、企業担保権の実行手続及び同項第六号に規定する外国租税滞納処分並びに更生債権等に基づく財産開示手続は中止し、特別清算手続はその効力を失う。

Article 50 (1) If a ruling to commence reorganization is made, it is not permissible to file a petition to commence bankruptcy proceedings, commencement of rehabilitation proceedings, commencement of reorganization, or a petition of commencement of special liquidation, enforcement or related action prescribed in Article 24, paragraph (1), item, (ii), exercise of the security right on whole company assets or disposition to collect foreign tax arrears prescribed in item (vi) of the same paragraph against the reorganizing company's assets, or file a petition for an asset disclosure procedure based on a secured or unsecured reorganization claim, and the bankruptcy proceedings, the rehabilitation proceedings, the procedure for enforcement or related action prescribed in item (ii) of the same paragraph, procedure for the exercise of the security right on whole company assets and the disposition to collect foreign tax arrears prescribed in item (vi) of the same paragraph which have already been initiated against the reorganizing company's assets, and the assets disclosure procedure based on a secured or unsecured reorganization claim will be stayed, and the special liquidation proceedings will cease to be effective.

２　更生手続開始の決定があったときは、当該決定の日から一年間（一年経過前に更生計画が認可されることなく更生手続が終了し、又は更生計画が認可されたときは、当該終了又は当該認可の時までの間）は、更生会社の財産に対する第二十四条第二項に規定する国税滞納処分はすることができず、更生会社の財産に対して既にされている同項に規定する国税滞納処分は中止する。

(2) When a ruling to commence reorganization is made, the disposition to collect national tax arrears prescribed in Article 24, paragraph (2) may not be enforced against the reorganizing company's assets for one year from the date of the order (or, if the reorganization is closed with no reorganization plan confirmed or a reorganization plan is confirmed before one year has elapsed from the date of the order, for the period until the proceedings are closed or the plan is confirmed), and the disposition to collect national tax arrears already initiated against the reorganizing company's assets will be stayed.

３　裁判所は、必要があると認めるときは、管財人の申立てにより又は職権で、前項の一年の期間を伸長することができる。ただし、裁判所は、あらかじめ、徴収の権限を有する者の同意を得なければならない。

(3) If finding it necessary, upon the petition of a trustee or by its own authority, the court may extend the one-year period referred to in the preceding paragraph; provided, however, that the court must obtain consent from the person that has the power of collection in advance.

４　徴収の権限を有する者は、前項の同意をすることができる。

(4) The person that has the power of collection may give consent as referred to in the preceding paragraph.

５　裁判所は、更生に支障を来さないと認めるときは、管財人若しくは租税等の請求権（共助対象外国租税の請求権を除く。）につき徴収の権限を有する者の申立てにより又は職権で、次に掲げる手続又は処分の続行を命ずることができる。

(5) If finding it unlikely to cause hindrance to reorganization, upon the petition of a trustee or the person that has the power to collect a right to impose taxes or other charges (excluding a claim for a foreign tax subject to mutual assistance) or by its own authority, the court may order the continuation of the following proceedings or dispositions:

一　第一項の規定により中止した第二十四条第一項第二号に規定する強制執行等の手続、企業担保権の実行手続又は同項第六号に規定する外国租税滞納処分

(i) procedure for enforcement or related action prescribed in Article 24, paragraph (1), item (ii), procedure for the exercise of the security right on whole company assets or disposition to collect foreign tax arrears prescribed in item (vi) of the same paragraph, which have been stayed pursuant to the provisions of paragraph (1); and

二　第二項の規定により中止した第二十四条第二項に規定する国税滞納処分

(ii) the disposition to collect national tax arrears prescribed in Article 24, paragraph (2), which has been stayed pursuant to the provisions of paragraph (2).

６　裁判所は、更生のため必要があると認めるときは、管財人の申立てにより又は職権で、担保を立てさせて、又は立てさせないで、前項各号に掲げる手続又は処分の取消しを命ずることができる。

(6) If finding it necessary for reorganization, upon the petition of a trustee or by its own authority, the court may order the cancellation of the proceedings or the voidance of dispositions stated in the items of the preceding paragraph, while requiring or not requiring the provision of security.

７　裁判所は、更生計画案を決議に付する旨の決定があるまでの間において、更生担保権に係る担保権の目的である財産で、更生会社の事業の更生のために必要でないことが明らかなものがあるときは、管財人の申立てにより又は職権で、当該財産について第一項の規定による担保権の実行の禁止を解除する旨の決定をすることができる。

(7) If the court finds, until a ruling to refer the proposed reorganization plan to a resolution is made, any assets which is the subject matter of the security right related to a secured reorganization claim and which is obviously unnecessary for the reorganization of the reorganizing company's business, upon the petition of a trustee or by its own authority, the court may make a ruling to cancel the prohibition of the exercise of the security right against these assets under the provisions of paragraph (1).

８　管財人は、更生担保権者から前項の申立てをすべきことを求められたときは、直ちにその旨を裁判所に報告しなければならない。この場合において、その申立てをしないこととしたときは、遅滞なく、その事情を裁判所に報告しなければならない。

(8) A trustee, when requested by a secured reorganization creditor to file the petition referred to in the preceding paragraph, must report to the court to that effect immediately. In this case, if the trustee has decided not to file a petition, the trustee must report the reason to the court without delay.

９　更生手続開始の決定があったときは、次に掲げる請求権は、共益債権とする。

(9) If a ruling to commence reorganization is made, the following claims are common-benefit claims:

一　第一項の規定により中止した破産手続における財団債権（破産法第百四十八条第一項第三号に掲げる請求権を除き、破産手続が開始されなかった場合における同法第五十五条第二項及び第百四十八条第四項に規定する請求権を含む。）又は再生手続における共益債権（再生手続が開始されなかった場合における民事再生法（平成十一年法律第二百二十五号）第五十条第二項並びに第百二十条第三項及び第四項に規定する請求権を含む。）

(i) a claim on the estate involved in the bankruptcy proceedings stayed pursuant to the provisions of paragraph (1) (excluding the claim stated in Article 148, paragraph (1), item (iii) of the Bankruptcy Act, and including the claims prescribed in Article 55, paragraph (2) and Article 148, paragraph (4) of the same Act when bankruptcy proceedings are not commenced) or a common-benefit claim involved in rehabilitation proceedings (including the claims prescribed in Article 50, paragraph (2) and Article 120, paragraph (3) and paragraph (4) of the Civil Rehabilitation Act (Act No. 225 of 1999) if rehabilitation proceedings are not commenced));

二　第一項の規定により効力を失った手続のために更生会社に対して生じた債権及びその手続に関する更生会社に対する費用請求権

(ii) a claim arising against the reorganizing company from the proceedings that cease to be effective pursuant to the provisions of paragraph (1), and a claim for expenses against the reorganizing company with respect to these proceedings;

三　第五項の規定により続行された手続又は処分に関する更生会社に対する費用請求権

(iii) a claim for expenses against the reorganizing company with respect to the proceedings or dispositions continued pursuant to the provisions of paragraph (5); and

四　第七項の解除の決定により申立てが可能となった担保権の実行手続に関する更生会社に対する費用請求権

(iv) a claim for expenses against the reorganizing company with respect to the procedure for exercise of the security right for which a petition may now be filed by reason of a cancellation ruling referred to in paragraph (7).

１０　第二十四条第二項に規定する国税滞納処分により徴収すべき徴収金の請求権の時効は、第二項及び第三項の規定により当該国税滞納処分をすることができず、又は当該国税滞納処分が中止している期間は、進行しない。

(10) The prescription for a claim for money to be collected through the disposition to collect national tax arrears prescribed in Article 24, paragraph (2) will not run during the period in which the disposition to collect national tax arrears is prohibited or stayed pursuant to the provisions of paragraph (2) and paragraph (3).

１１　更生手続開始の決定があったときは、更生手続が終了するまでの間（更生計画認可の決定があったときは、第二百四条第二項に規定する更生計画で定められた弁済期間が満了する時（その期間の満了前に更生計画に基づく弁済が完了した場合にあっては、弁済が完了した時）までの間）は、罰金、科料及び追徴の時効は、進行しない。ただし、当該罰金、科料又は追徴に係る請求権が共益債権である場合は、この限りでない。

(11) When a ruling to commence reorganization is made, the prescription for a fine, petty fine, and collection of equivalent value will not run until the reorganization is closed (when a ruling confirming the reorganization plan is made, the prescription will not run until the payment period specified in the reorganization plan as prescribed in Article 204, paragraph (2) expires (or until payment based on the reorganization plan is completed if this occurs prior to the expiration of the period)); provided, however, that this does not apply when the claim for the fine, petty fine, or collection of equivalent value in question is a common-benefit claim.

（続行された強制執行等における配当等に充てるべき金銭の取扱い）

(Handling of Money to Be Appropriated for Distribution or Delivery of Payment in Continued Proceedings for Enforcement or a Related Action)

第五十一条　前条第五項の規定により続行された手続又は処分及び同条第七項の解除の決定により申立てが可能となった担保権の実行手続においては、配当又は弁済金の交付（以下この条において「配当等」という。）を実施することができない。ただし、前条第五項第二号の規定により続行された処分における租税等の請求権に対する配当等については、この限りでない。

Article 51 (1) In the proceedings or dispositions continued pursuant to the provisions of paragraph (5) of the preceding Article and the procedure for the exercise of the security right for which a petition may now be filed by reason of a cancellation ruling referred to in paragraph (7) of the same Article, distribution or delivery of payment (referred to as "distribution or delivery of payment" in this Article) may not be implemented; provided, however, that this does not apply to distribution or delivery of payment in relation to the right to impose taxes or other charges involved in the disposition continued pursuant to the provisions of paragraph (5), item (ii) of the preceding Article.

２　前項本文に規定する手続（更生債権等を被担保債権とする留置権であって、商法又は会社法の規定以外の規定によるものによる競売の手続を除く。次項において同じ。）又は処分においては、配当等に充てるべき金銭が生じたとき（その時点において更生計画認可の決定がない場合は、当該決定があったとき）は、管財人（第七十二条第四項前段の規定により更生会社の機関がその権限を回復した場合又は更生手続終了後は、更生会社）に対して、当該金銭に相当する額（前項ただし書の規定により配当等が実施されたときは、当該配当等の額を控除した額）の金銭を交付しなければならない。

(2) In the proceedings prescribed in the main clause of the preceding paragraph (excluding auction proceedings to be conducted by reason of a right of retention that is intended to secure a secured or unsecured reorganization claim under the provisions other than those of the Commercial Code or the Companies Act; the same applies in the following paragraph), when any money to be appropriated for distribution or delivery of payment arises (or when a ruling confirming the reorganization plan is made if no such order has been made by the time when the money arises), an amount of money equivalent to the amount of the money to be appropriated (if distribution or delivery of payment has been implemented pursuant to the provisions of the proviso to the preceding paragraph, the amount of the distribution or delivery of payment will be deducted) must be delivered to a trustee (or the reorganizing company where the organs of the reorganizing company have restored their powers pursuant to the provisions of the first sentence of Article 72, paragraph (4) or where the reorganization is closed).

３　更生計画認可の決定前に更生手続が終了したときは、第一項本文の規定にかかわらず、同項本文に規定する手続又は処分においては、その手続又は処分の性質に反しない限り、配当等に充てるべき金銭（同項ただし書の規定により配当等が実施されたものを除く。）について、配当等を実施しなければならない。

(3) When the reorganization has been closed before a ruling confirming the reorganization plan is made, notwithstanding the provisions of the main clause of paragraph (1), in the proceedings or dispositions prescribed in the main clause of the same paragraph, distribution or delivery of payment must be implemented with regard to any money to be appropriated for distribution or delivery of payment (excluding the money appropriated for distribution or delivery of payment pursuant to the provisions of the proviso to the same paragraph), unless it is not contrary to the nature of the proceedings or dispositions.

（更生会社の財産関係の訴えの取扱い）

(Handling of Actions Relating to the Reorganizing Company's Assets)

第五十二条　更生手続開始の決定があったときは、更生会社の財産関係の訴訟手続は、中断する。

Article 52 (1) When a ruling to commence reorganization is made, any action relating to the reorganizing company's assets are discontinued.

２　管財人は、前項の規定により中断した訴訟手続のうち更生債権等に関しないものを受け継ぐことができる。この場合においては、受継の申立ては、相手方もすることができる。

(2) A trustee may take over the action discontinued under the provisions of the preceding paragraph which does not relate to any secured or unsecured reorganization claim. In this case, a petition for taking over of the action may also be filed by the opponent.

３　前項の場合においては、相手方の更生会社に対する訴訟費用請求権は、共益債権とする。

(3) In the case referred to in the preceding paragraph, the opponent's claim for court costs against the reorganizing company is a common-benefit claim.

４　更生手続が終了したときは、管財人を当事者とする更生会社の財産関係の訴訟手続は、中断する。

(4) When the reorganization is closed, any action relating to the reorganizing company's assets in which a trustee stands as a party will be discontinued.

５　更生会社であった株式会社は、前項の規定により中断した訴訟手続（第二百三十四条第三号又は第四号に掲げる事由が生じた場合における第九十七条第一項の訴えに係る訴訟手続を除く。）を受け継がなければならない。この場合においては、受継の申立ては、相手方もすることができる。

(5) A stock company which has been the reorganizing company must take over an action discontinued pursuant to the provisions of the preceding paragraph (excluding an action referred to in Article 97, paragraph (1) when the grounds stated in Article 234, item (iii) or item (iv) occurred). In this case, a petition for taking over an action may also be filed by the opponent.

６　第一項の規定により中断した訴訟手続について第二項の規定による受継があるまでに更生手続が終了したときは、更生会社であった株式会社は、当然訴訟手続を受継する。

(6) If the reorganization is closed before the action discontinued pursuant to the provisions of paragraph (1) is taken over under the provisions of paragraph (2), the stock company that has been the reorganizing company will automatically take over the action.

（債権者代位訴訟、詐害行為取消訴訟等の取扱い）

(Handling of Actions by Subrogees, Actions for Rescission of Fraudulent Acts)

第五十二条の二　民法（明治二十九年法律第八十九号）第四百二十三条若しくは第四百二十四条の規定により更生債権者の提起した訴訟又は破産法若しくは民事再生法の規定による否認の訴訟若しくは否認の請求を認容する決定に対する異議の訴訟が更生手続開始当時係属するときは、その訴訟手続は、中断する。

Article 52-2 (1) If an action filed by a reorganization creditor pursuant to the provisions of Article 423 or Article 424 of the Civil Code (Act No. 89 of 1896), action of avoidance or action of objection to a ruling upholding a request for avoidance filed under the provisions of the Bankruptcy Act or the Civil Rehabilitation Act is pending at the time of commencement of reorganization, the respective action is discontinued.

２　管財人は、前項の規定により中断した訴訟手続を受け継ぐことができる。この場合においては、受継の申立ては、相手方もすることができる。

(2) A trustee may take over the action discontinued pursuant to the provisions of the preceding paragraph. In this case, a petition for taking over the action may also be filed by the opponent.

３　前項の場合においては、相手方の更生債権者、破産管財人又は再生手続における管財人若しくは否認権限を有する監督委員（民事再生法第百二十八条第二項に規定する否認権限を有する監督委員をいう。第五項において同じ。）に対する訴訟費用請求権は、共益債権とする。

(3) In the case referred to in the preceding paragraph, the opponent's claim for court costs against the reorganization creditor, a bankruptcy trustee, or a trustee or supervisor empowered to avoid (meaning a supervisor empowered to avoid prescribed in Article 128, paragraph (2) of the Civil Rehabilitation Act; the same applies in paragraph (5)) in rehabilitation proceedings will be a common-benefit claim.

４　第一項の規定により中断した訴訟手続について第二項の規定による受継があった後に更生手続が終了したときは、当該訴訟手続は中断する。

(4) If the reorganization is closed after the action discontinued pursuant to the provisions of paragraph (1) was taken over under the provisions of paragraph (2), the action will be discontinued.

５　前項の場合には、更生債権者、破産管財人又は再生手続における管財人若しくは否認権限を有する監督委員において当該訴訟手続を受け継がなければならない。この場合においては、受継の申立ては、相手方もすることができる。

(5) In the case referred to in the preceding paragraph, the reorganization creditor, a bankruptcy trustee, a trustee or supervisor empowered to avoid in rehabilitation proceedings must take over the action. In this case, a petition for taking over an action may also be filed by the opponent.

６　第一項の規定により中断した訴訟手続について第二項の規定による受継があるまでに更生手続が終了したときは、前項前段に規定する者は、当該訴訟手続を当然受継する。

(6) If the reorganization is closed before the action discontinued pursuant to the provisions of paragraph (1) is taken over pursuant to the provisions of paragraph (2), any of the persons prescribed in the first sentence of the preceding paragraph will automatically take over the action.

（行政庁に係属する事件の取扱い）

(Handling of Cases Pending before an Administrative Agency)

第五十三条　第五十二条の規定は、更生会社の財産関係の事件で行政庁に係属するものについて準用する。

Article 53 The provisions of Article 52 apply mutatis mutandis to a case relating to the reorganizing company's assets that is pending before an administrative agency.

（更生会社のした法律行為の効力）

(Effect of Juridical Acts by Reorganizing Companies)

第五十四条　更生会社が更生手続開始後に更生会社財産に関してした法律行為は、更生手続の関係においては、その効力を主張することができない。

Article 54 (1) A juridical act conducted by the reorganizing company after the commencement of reorganization with respect to the reorganizing company assets may not be asserted as effective in relation to the reorganization.

２　株式会社が当該株式会社についての更生手続開始の決定があった日にした法律行為は、更生手続開始後にしたものと推定する。

(2) A juridical act conducted by a stock company on the date of the ruling to commence reorganization against the stock company itself will be presumed to be conducted after the commencement of reorganization.

（管財人等の行為によらない更生債権者等の権利取得の効力）

(Effect of Acquisition of a Right by a Secured or Unsecured Reorganization Creditor by Means Other than an Act by a Trustee)

第五十五条　更生債権者等は、更生手続開始後、更生債権等につき更生会社財産に関して管財人又は更生会社の行為によらないで権利を取得しても、更生手続の関係においては、その効力を主張することができない。

Article 55 (1) If a secured or unsecured reorganization creditor has acquired a right based on a secured or unsecured reorganization claim after the commencement of reorganization with respect to reorganizing company assets, if it is not by way of an act conducted by a trustee or the reorganizing company, the reorganization creditor may not assert the acquisition of the right as effective in relation to the reorganization.

２　前条第二項の規定は、更生手続開始の決定があった日における前項の権利の取得について準用する。

(2) The provisions of paragraph (2) of the preceding Article apply mutatis mutandis to the acquisition of a right referred to in the preceding paragraph that takes place on the day on which a ruling to commence reorganization is made.

（登記及び登録の効力）

(Effect of Registration)

第五十六条　不動産又は船舶に関し更生手続開始前に生じた登記原因に基づき更生手続開始後にされた登記又は不動産登記法（平成十六年法律第百二十三号）第百五条第一号の規定による仮登記は、更生手続の関係においては、その効力を主張することができない。ただし、登記権利者が更生手続開始の事実を知らないでした登記又は仮登記については、この限りでない。

Article 56 (1) A registration or a provisional registration under the provisions of Article 105, item (i) of the Real Property Registration Act (Act No. 123 of 2004), which is made with respect to real property or a vessel after the commencement of reorganization based on a cause of registration that occurred prior to the commencement of reorganization, may not be asserted as effective in relation to the reorganization; provided, however, that this does not apply to a registration or provisional registration made by a person entitled to demand registration, in good faith of the commencement of reorganization .

２　前項の規定は、権利の設定、移転若しくは変更に関する登録若しくは仮登録又は企業担保権の設定、移転若しくは変更に関する登記について準用する。

(2) The provisions of the preceding paragraph apply mutatis mutandis to a registration or provisional registration with respect to the establishment, transfer or modification of a right, or registration with respect to the establishment, transfer or modification of a security right on whole company assets.

（更生会社に対する弁済の効力）

(Effect of Payment to a Reorganizing Company)

第五十七条　更生手続開始後に、その事実を知らないで更生会社にした弁済は、更生手続の関係においても、その効力を主張することができる。

Article 57 (1) Payment made to a reorganizing company in good faith after the commencement of reorganization may also be asserted as effective in relation to the reorganization.

２　更生手続開始後に、その事実を知って更生会社にした弁済は、更生会社財産が受けた利益の限度においてのみ、更生手続の関係において、その効力を主張することができる。

(2) Payment made to the reorganization debtor after the commencement of reorganization in good faith may be asserted as effective in relation to the reorganization only to the extent that the reorganizing company assets have gained.

（為替手形の引受け又は支払等）

(Acceptance or Payment of Bills of Exchange)

第五十八条　為替手形の振出人又は裏書人である株式会社について更生手続が開始された場合において、支払人又は予備支払人がその事実を知らないで引受け又は支払をしたときは、その支払人又は予備支払人は、これによって生じた債権につき、更生債権者としてその権利を行うことができる。

Article 58 (1) If a reorganization is commenced against a stock company which is the drawer or endorser of a bill of exchange, if the drawee or the reserve drawee has accepted or paid the bill in good faith, the drawee or the reserve drawee may exercise their right over a claim arising from the acceptance or payment as a reorganization creditor.

２　前項の規定は、小切手及び金銭その他の物又は有価証券の給付を目的とする有価証券について準用する。

(2) The provisions of the preceding paragraph apply mutatis mutandis to checks and to securities issued for the purpose of delivering money or any other items or securities.

（善意又は悪意の推定）

(Presumption of the Existence or Absence of Knowledge)

第五十九条　前三条の規定の適用については、第四十三条第一項の規定による公告の前においてはその事実を知らなかったものと推定し、当該公告の後においてはその事実を知っていたものと推定する。

Article 59 For the purpose of application of the provisions of the preceding three Articles, the absence of knowledge of the commencement of reorganization is presumed prior to a public notice given under the provisions of Article 43, paragraph (1), and the existence of knowledge of the commencement of reorganization is presumed after a public notice of the commencement of reorganization.

（共有関係）

(Co-ownership)

第六十条　更生会社が他人と共同して財産権を有する場合において、更生手続が開始されたときは、管財人は、共有者の間で分割をしない定めがあるときでも、分割の請求をすることができる。

Article 60 (1) If a reorganizing company holds a property right jointly with another or other persons, if a reorganization has commenced, a trustee may make a claim for division of the property in co-ownership even if there is an agreement between the co-owners to the effect that division is not made.

２　前項の場合には、他の共有者は、相当の償金を支払って更生会社の持分を取得することができる。

(2) In the case referred to in the preceding paragraph, other co-owners may acquire the reorganizing company's co-ownership interest in the assets by paying reasonable compensation.

（双務契約）

(Bilateral Contracts)

第六十一条　双務契約について更生会社及びその相手方が更生手続開始の時において共にまだその履行を完了していないときは、管財人は、契約の解除をし、又は更生会社の債務を履行して相手方の債務の履行を請求することができる。

Article 61 (1) If both the reorganizing company and its counterparty under a bilateral contract have not yet completely performed their obligations by the time of commencement of reorganization, a trustee may cancel the contract or may perform the reorganizing company's obligation and request the counterparty to perform their obligation.

２　前項の場合には、相手方は、管財人に対し、相当の期間を定め、その期間内に契約の解除をするか、又は債務の履行を請求するかを確答すべき旨を催告することができる。この場合において、管財人がその期間内に確答をしないときは、同項の規定による解除権を放棄したものとみなす。

(2) In the case referred to in the preceding paragraph, the counterparty may set a reasonable period and make a demand on a trustee that the trustee should give a definite answer within that period with regard to whether they will cancel the contract or request the performance of the obligation. In this case, if the trustee fails to give a definite answer within that period, it is deemed that the trustee waives their right to cancel under the provisions of the same paragraph.

３　前二項の規定は、労働協約には、適用しない。

(3) The provisions of the preceding two paragraphs do not apply to a collective agreement.

４　第一項の規定により更生会社の債務の履行をする場合において、相手方が有する請求権は、共益債権とする。

(4) If the reorganizing company's obligation is to be performed pursuant to the provisions of paragraph (1), the claim held by the counterparty is a common-benefit claim.

５　破産法第五十四条の規定は、第一項の規定による契約の解除があった場合について準用する。この場合において、同条第一項中「破産債権者」とあるのは「更生債権者」と、同条第二項中「破産者」とあるのは「更生会社」と、「破産財団」とあるのは「更生会社財産」と、「財団債権者」とあるのは「共益債権者」と読み替えるものとする。

(5) The provisions of Article 54 of the Bankruptcy Act apply mutatis mutandis when a contract is cancelled under the provisions of paragraph (1). In this case, in paragraph (1) of the same Article, the term "bankruptcy creditor" is deemed to be replaced with "reorganization creditor"; in paragraph (2) of the same Article, the term "bankrupt" is deemed to be replaced with "reorganizing company"; the term "bankruptcy estate" is deemed to be replaced with "reorganizing company assets"; and the term "holder of a claim on the estate" is deemed to be replaced with "holder of a common-benefit claim".

（継続的給付を目的とする双務契約）

(Bilateral Contracts for Continuous Performance)

第六十二条　更生会社に対して継続的給付の義務を負う双務契約の相手方は、更生手続開始の申立て前の給付に係る更生債権等について弁済がないことを理由としては、更生手続開始後は、その義務の履行を拒むことができない。

Article 62 (1) The counterparty to a bilateral contract that has an obligation to provide continuous performance to the reorganizing company, after the commencement of reorganization, may not refuse to perform the obligation on the grounds that no payment is made with regard to the secured or unsecured reorganization claim arising from the performance provided prior to the filing of a petition to commence reorganization.

２　前項の双務契約の相手方が更生手続開始の申立て後更生手続開始前にした給付に係る請求権（一定期間ごとに債権額を算定すべき継続的給付については、申立ての日の属する期間内の給付に係る請求権を含む。）は、共益債権とする。

(2) A claim arising from the performance that is provided by the counterparty to a bilateral contract referred to in the preceding paragraph after the filing of a petition to commence reorganization and prior to the commencement of reorganization (in the case of continuous performance for which the amount of claim should be calculated for each specific period of time, the claim arising from the performance provided within the period that includes the date of filing of the petition will be included) will be a common-benefit claim.

３　前二項の規定は、労働契約には、適用しない。

(3) The provisions of the preceding two paragraphs do not apply to a labor contract.

（双務契約についての破産法の準用）

(Application Mutatis Mutandis of the Bankruptcy Act to Bilateral Contracts)

第六十三条　破産法第五十六条、第五十八条及び第五十九条の規定は、更生手続が開始された場合について準用する。この場合において、同法第五十六条第一項中「第五十三条第一項及び第二項」とあるのは「会社更生法第六十一条第一項及び第二項」と、「破産者」とあるのは「更生会社」と、同条第二項中「財団債権」とあるのは「共益債権」と、同法第五十八条第一項中「破産手続開始」とあるのは「更生手続開始」と、同条第三項において準用する同法第五十四条第一項中「破産債権者」とあるのは「更生債権者」と、同法第五十九条第一項中「破産手続」とあるのは「更生手続」と、同条第二項中「請求権は、破産者が有するときは破産財団に属し」とあるのは「請求権は」と、「破産債権」とあるのは「更生債権」と読み替えるものとする。

Article 63 The provisions of Article 56, Article 58, and Article 59 of the Bankruptcy Act apply mutatis mutandis when a reorganization has commenced. In this case, in Article 56, paragraph (1) of the same Act, the phrase "Article 53, paragraph (1) and paragraph (2)" is deemed to be replaced with "Article 61, paragraph (1) and paragraph (2) of the Corporate Reorganization Act", and the term "bankrupt" is deemed to be replaced with "reorganizing company"; in Article 56, paragraph (2) of the same Act, the term "claim on the estate" is deemed to be replaced with "common-benefit claim"; in Article 58, paragraph (1) of the same Act, the phrase "commencement of bankruptcy proceedings" is deemed to be replaced with "commencement of reorganization"; in Article 54, paragraph (1) of the same Act as applied mutatis mutandis pursuant to Article 58, paragraph (3) of the same Act, the term "bankruptcy creditor" is deemed to be replaced with "reorganization creditor"; in Article 59, paragraph (1) of the same Act, the term "bankruptcy proceedings" is deemed to be replaced with "reorganization"; in Article 59, paragraph (2) of the same Act, the phrase "The claim under the provisions of the preceding paragraph will belong to the bankruptcy estate if it is held by the bankrupt or is a bankruptcy claim if it is held by the counterparty." is deemed to be replaced with "The claim under the provisions of the preceding paragraph is a reorganization claim if it is held by the counterparty".

（取戻権）

(Right of Recovery)

第六十四条　更生手続の開始は、更生会社に属しない財産を更生会社から取り戻す権利に影響を及ぼさない。

Article 64 (1) The commencement of reorganization does not affect a right to recover, from the reorganizing company, assets that does not belong to the reorganizing company.

２　破産法第六十三条及び第六十四条の規定は、更生手続が開始された場合について準用する。この場合において、同法第六十三条第一項中「破産手続開始の決定」とあるのは「更生手続開始の決定」と、同項ただし書及び同法第六十四条中「破産管財人」とあるのは「管財人」と、同法第六十三条第二項中「第五十三条第一項及び第二項」とあるのは「会社更生法第六十一条第一項及び第二項」と、同条第三項中「第一項」とあるのは「前二項」と、「同項」とあるのは「第一項」と、同法第六十四条第一項中「破産者」とあるのは「株式会社」と、「破産手続開始」とあるのは「更生手続開始」と読み替えるものとする。

(2) The provisions of Article 63 and Article 64 of the Bankruptcy Act apply mutatis mutandis where a reorganization has commenced. In this case, in Article 63, paragraph (1) of the same Act, the phrase "the ruling to commence bankruptcy proceedings" is deemed to be replaced with "the ruling to commence reorganization proceedings"; in the proviso to Article 63, paragraph (1) and Article 64 of the same Act, the term "a bankruptcy trustee" is deemed to be replaced with "a trustee"; in Article 63, paragraph (2) of the same Act, the phrase "Article 53, paragraph (1) and paragraph (2)" is deemed to be replaced with "Article 61, paragraph (1) and paragraph (2) of the Corporate Reorganization Act"; in Article 63, paragraph (3) of the same Act, the term "paragraph (1)" is deemed to be replaced with "the preceding two paragraphs", and the term "the same paragraph" is deemed to be replaced with "paragraph (1)"; in Article 64, paragraph (1) of the same Act, the term "bankrupt" is deemed to be replaced with "stock company", and the phrase "reorganization of bankruptcy proceedings" is deemed to be replaced with "commencement of reorganization".

（取締役等の競業の制限）

(Restriction on Competition by Directors)

第六十五条　更生会社の取締役、執行役又は清算人は、更生手続開始後その終了までの間において自己又は第三者のために更生会社の事業の部類に属する取引をしようとするときは、会社法第三百五十六条第一項（同法第四百十九条第二項又は第四百八十二条第四項において準用する場合を含む。）の規定にかかわらず、管財人に対し、当該取引につき重要な事実を開示し、その承認を受けなければならない。ただし、第七十二条第四項前段の規定により更生会社の機関がその権限を回復している期間中は、この限りでない。

Article 65 (1) When a director, executive officer or liquidator of a reorganizing company intends to conduct a transaction that falls within the line of the business of the reorganizing company for themselves or a third party during the period after the commencement of reorganization until their close, notwithstanding the provisions of Article 356, paragraph (1) of the Companies Act (including cases where applied mutatis mutandis pursuant to Article 419, paragraph (2) or Article 482, paragraph (4) of the same Act), the person must disclose the important facts concerning the transaction to a trustee and obtain approval; provided, however, that this does not apply for the period in which the organs of the reorganizing company have restored their powers pursuant to the provisions of the first sentence of Article 72, paragraph (4).

２　前項本文の取引をした取締役、執行役又は清算人は、当該取引後、遅滞なく、当該取引についての重要な事実を管財人に報告しなければならない。

(2) The director, executive office, or liquidator that has conducted the transaction referred to in the main clause of the preceding paragraph, must report the important facts concerning the transaction to a trustee without delay after the transaction.

３　更生会社の取締役、執行役又は清算人が第一項本文の規定に違反して同項本文の取引をしたときは、当該取引によって取締役、執行役、清算人又は第三者が得た利益の額は、更生会社に生じた損害の額と推定する。

(3) When a director, executive officer or liquidator of the reorganizing company has conducted the transaction referred to in the main clause of paragraph (1) in violation of the provisions of the main clause of the same paragraph, the amount of the profit obtained by the director, executive officer, liquidator, or third party as a result of the transaction will be presumed to be the amount of damage suffered by the reorganizing company.

（取締役等の報酬等）

(Remuneration for Directors)

第六十六条　更生会社の取締役、会計参与、監査役、執行役及び清算人は、更生会社に対して、更生手続開始後その終了までの間の報酬等（会社法第三百六十一条第一項に規定する報酬等をいう。次項において同じ。）を請求することができない。ただし、第七十二条第四項前段の規定により更生会社の機関がその権限を回復している期間中は、この限りでない。

Article 66 (1) No director, accounting advisor, auditor, executive officer, or liquidator of the reorganizing company may claim remuneration (meaning remuneration prescribed in Article 361, paragraph (1) of the Companies Act; the same applies in the following paragraph) from the reorganizing company for the period after the commencement of reorganization until their close; provided, however, that this does not apply for the period in which the organs of the reorganizing company have restored their powers pursuant to the provisions of the first sentence of Article 72, paragraph (4).

２　前項ただし書の場合における取締役、会計参与、監査役、執行役及び清算人が受ける個人別の報酬等の内容は、会社法第三百六十一条第一項（同法第四百八十二条第四項において準用する場合を含む。）及び第三項、第三百七十九条第一項及び第二項、第三百八十七条第一項及び第二項並びに第四百四条第三項の規定にかかわらず、管財人が、裁判所の許可を得て定める。

(2) The content of remuneration that an individual director, accounting advisor, auditor, executive officer, and liquidator are to receive in the case referred to in the proviso to the preceding paragraph will be, notwithstanding the provisions of Article 361, paragraph (1) of the Companies Act (including cases where applied mutatis mutandis pursuant to Article 482, paragraph (4) of the same Act) and paragraph (3) of the Article, and Article 379, paragraph (1) and paragraph (2), Article 387, paragraph (1) and paragraph (2), and Article 404, paragraph (3) of the same Act, determined by a trustee with permission of the court.

第三節　管財人

Section 3 Trustees

第一款　管財人の選任及び監督

Subsection 1 Appointment and Supervision of Trustees

（管財人の選任）

(Appointment of Trustees)

第六十七条　管財人は、裁判所が選任する。

Article 67 (1) A trustee is appointed by the court.

２　法人は、管財人となることができる。

(2) A corporation may serve as a trustee.

３　裁判所は、第百条第一項に規定する役員等責任査定決定を受けるおそれがあると認められる者は、管財人に選任することができない。

(3) The court may not appoint, as a trustee, a person that is likely to receive an assessment order on the liability of officers prescribed in Article 100, paragraph (1).

（管財人に対する監督等）

(Supervision of Trustees)

第六十八条　管財人は、裁判所が監督する。

Article 68 (1) A trustee is supervised by the court.

２　裁判所は、管財人が更生会社の業務及び財産の管理を適切に行っていないとき、その他重要な事由があるときは、利害関係人の申立てにより又は職権で、管財人を解任することができる。この場合においては、その管財人を審尋しなければならない。

(2) Upon the petition of an interested person or by its own authority, the court may dismiss a trustee if the trustee does not appropriately perform the administration of the reorganizing company's business and assets, or there are any other material reasons. In this case, the court must interrogate the trustee.

（数人の管財人の職務執行）

(Performance of Duties by Two or More Trustees)

第六十九条　管財人が数人あるときは、共同してその職務を行う。ただし、裁判所の許可を得て、それぞれ単独にその職務を行い、又は職務を分掌することができる。

Article 69 (1) If there are two or more trustees, they perform their duties jointly; provided, however, that with permission of the court, they may perform their duties independently or divide duties among themselves.

２　管財人が数人あるときは、第三者の意思表示は、その一人に対してすれば足りる。

(2) If there are two or more trustees, it is sufficient that a manifestation of intention by a third party is made to any one of them.

（管財人代理）

(Trustee Representatives)

第七十条　管財人は、必要があるときは、その職務を行わせるため、自己の責任で一人又は数人の管財人代理を選任することができる。ただし、第六十七条第三項に規定する者は、管財人代理に選任することができない。

Article 70 (1) A trustee, if necessary, may appoint one or more trustee representatives on their own responsibility, in order to have the representative perform duties; provided, however, that the person prescribed in Article 67, paragraph (3) may not be appointed as a trustee representative.

２　前項の管財人代理の選任については、裁判所の許可を得なければならない。

(2) The appointment of a trustee representative referred to in the preceding paragraph requires the permission of the court.

（法律顧問）

(Legal Advisors)

第七十一条　管財人は、更生手続において生ずる法律問題（法律事件に関するものを除く。）について自己を助言する者（以下「法律顧問」という。）を選任するには、裁判所の許可を得なければならない。

Article 71 A trustee must obtain permission of the court in order to appoint a person as their advisor on legal issues that may arise in reorganization (excluding those concerning legal cases) (referred to as a "legal advisor" below).

第二款　管財人の権限等

Subsection 2 Authority of Trustees

（管財人の権限）

(Authority of Trustees)

第七十二条　更生手続開始の決定があった場合には、更生会社の事業の経営並びに財産（日本国内にあるかどうかを問わない。第四項において同じ。）の管理及び処分をする権利は、裁判所が選任した管財人に専属する。

Article 72 (1) If a ruling to commence reorganization is made, the right to manage the reorganizing company's business and to administer and dispose of the company's assets (irrespective of whether or not it exists in Japan; the same applies in paragraph (4)) will be vested exclusively in a trustee appointed by the court.

２　裁判所は、更生手続開始後において、必要があると認めるときは、管財人が次に掲げる行為をするには裁判所の許可を得なければならないものとすることができる。

(2) If finding it necessary after the commencement of reorganization, the court may require a trustee to obtain permission of the court in order to conduct the following acts:

一　財産の処分

(i) disposal of assets;

二　財産の譲受け

(ii) acceptance of the transfer of assets;

三　借財

(iii) borrowing of money;

四　第六十一条第一項の規定による契約の解除

(iv) cancellation of contracts under the provisions of Article 61, paragraph (1);

五　訴えの提起

(v) filing of actions;

六　和解又は仲裁合意（仲裁法（平成十五年法律第百三十八号）第二条第一項に規定する仲裁合意をいう。）

(vi) settlement or arbitration agreement (meaning an arbitration agreement prescribed in Article 2, paragraph (1) of the Arbitration Act (Act No. 138 of 2003));

七　権利の放棄

(vii) waiver of rights;

八　共益債権又は第六十四条第一項に規定する権利の承認

(viii) admittance of common-benefit claims or rights prescribed in Article 64, paragraph (1);

九　更生担保権に係る担保の変換

(ix) substitution of the security related to a secured reorganization claim; and

十　その他裁判所の指定する行為

(x) any other act designated by the court.

３　前項の許可を得ないでした行為は、無効とする。ただし、これをもって善意の第三者に対抗することができない。

(3) Any act conducted without the permission referred to in the preceding paragraph will be void; provided, however, that this may not be asserted against a third party in good faith.

４　前三項の規定については、更生計画の定め又は裁判所の決定で、更生計画認可の決定後の更生会社に対しては適用しないこととすることができる。この場合においては、管財人は、更生会社の事業の経営並びに財産の管理及び処分を監督する。

(4) It may be provided in the reorganization plan or ordered by the court that the provisions of the preceding three paragraphs do not apply to the reorganizing company for which a ruling confirming the reorganization plan has been made. In this case, a trustee supervises the management of the reorganizing company's business and the administration and disposition of the company's assets.

５　裁判所は、更生計画に前項前段の規定による定めがない場合において必要があると認めるときは、管財人の申立てにより又は職権で、同項前段の規定による決定をする。

(5) Where the reorganization plan does not contain the provisions as referred to in the first sentence of the preceding paragraph, if finding it necessary, upon the petition of a trustee or by its own authority, the court makes a ruling as prescribed in the first sentence of the same paragraph.

６　裁判所は、管財人の申立てにより又は職権で、前項の規定による決定を取り消すことができる。

(6) Upon the petition of a trustee or by its own authority, the court may set aside a ruling made under the provisions of the preceding paragraph.

７　前二項の規定による決定があったときは、その旨を公告し、かつ、その裁判書を管財人及び更生会社に送達しなければならない。この場合においては、第十条第四項の規定は、適用しない。

(7) When a ruling is made under the provisions of the preceding two paragraphs, a public notice must be given to that effect and the written judgment will be served upon a trustee and the reorganizing company. In this case, the provisions of Article 10, paragraph (4) do not apply.

（更生会社の業務及び財産の管理）

(Administration of Reorganization Company's Business and Assets)

第七十三条　管財人は、就職の後直ちに更生会社の業務及び財産の管理に着手しなければならない。

Article 73 A trustee must commence the administration of the reorganizing company's business and assets immediately after assuming office.

（当事者適格等）

(Standing to Sue or Be Sued)

第七十四条　更生会社の財産関係の訴えについては、管財人を原告又は被告とする。

Article 74 (1) In an action relating to a reorganizing company's assets, a trustee is to stand as a plaintiff or defendant.

２　前項の規定は、第七十二条第四項前段の規定により更生会社の機関がその権限を回復している期間中に新たに提起された更生会社の財産関係の訴えについては、適用しない。

(2) The provisions of the preceding paragraph do not apply to an action relating to the reorganizing company's assets filed during the period in which the organs of the reorganizing company have restored their powers pursuant to the provisions of the first sentence of Article 72, paragraph (4).

３　第五十二条第一項、第二項及び第六項の規定は、第七十二条第四項前段の規定による更生計画の定め又は裁判所の決定が取り消された場合における前項の訴えについて準用する。

(3) The provisions of Article 52, paragraph (1), paragraph (2) and paragraph (6) apply mutatis mutandis to an action referred to in the preceding paragraph if provisions of a reorganization plan or a ruling of the court under the provisions of the first sentence of Article 72, paragraph (4) is set aside.

（郵便物等の管理）

(Management of Postal Items)

第七十五条　裁判所は、管財人の職務の遂行のため必要があると認めるときは、信書の送達の事業を行う者に対し、更生会社にあてた郵便物又は民間事業者による信書の送達に関する法律（平成十四年法律第九十九号）第二条第三項に規定する信書便物（以下「郵便物等」という。）を管財人に配達すべき旨を嘱託することができる。

Article 75 (1) If finding it necessary in order for a trustee to perform their duties, the court may commission a person engaged in the delivery of correspondence to deliver, to a trustee, a postal item or letter prescribed in Article 2, paragraph (3) of the Act on Correspondence Delivery by Private Business Operators (Act No. 99 of 2002) (referred to as a "postal item") that is addressed to the reorganizing company.

２　裁判所は、更生会社の申立てにより又は職権で、管財人の意見を聴いて、前項に規定する嘱託を取り消し、又は変更することができる。

(2) Upon the petition of the reorganizing company or by its own authority, the court may cancel or change the commission prescribed in the preceding paragraph, after hearing opinions from a trustee.

３　更生手続が終了したときは、裁判所は、第一項に規定する嘱託を取り消さなければならない。第七十二条第四項前段の規定により更生会社の機関がその権限を回復したときも、同様とする。

(3) Upon the end of reorganization, the court must cancel the commission prescribed in paragraph (1). The same applies when the organs of the reorganizing company have restored their powers pursuant to the provisions of the first sentence of Article 72, paragraph (4).

４　第一項又は第二項の規定による決定及び同項の申立てを却下する裁判に対しては、更生会社又は管財人は、即時抗告をすることができる。

(4) The reorganizing company or a trustee may file an immediate appeal against a ruling made under the provisions of paragraph (1) or paragraph (2) and a judicial decision to deny the petition referred to in paragraph (2).

５　第一項の規定による決定に対する前項の即時抗告は、執行停止の効力を有しない。

(5) The immediate appeal referred to in the preceding paragraph filed against a ruling made under the provisions of paragraph (1) does not have the effect of stay of enforcement.

第七十六条　管財人は、更生会社にあてた郵便物等を受け取ったときは、これを開いて見ることができる。

Article 76 (1) A trustee, upon receiving a postal item addressed to the reorganizing company, may open it and view its contents.

２　更生会社は、管財人に対し、管財人が受け取った前項の郵便物等の閲覧又は当該郵便物等で更生会社財産に関しないものの交付を求めることができる。

(2) The reorganizing company may request a trustee to let the company inspect the postal item referred to in the preceding paragraph, received by the trustee, or deliver it to the company, if the postal item does not relate to the reorganizing company assets.

（更生会社及び子会社に対する調査）

(Investigation of a Reorganizing Company and Its Subsidiary Company)

第七十七条　管財人は、更生会社の取締役、会計参与、監査役、執行役、会計監査人、清算人及び使用人その他の従業者並びにこれらの者であった者並びに発起人、設立時取締役及び設立時監査役であった者に対して更生会社の業務及び財産の状況につき報告を求め、又は更生会社の帳簿、書類その他の物件を検査することができる。

Article 77 (1) A trustee may request any of directors, accounting advisors, auditors, executive officers, financial auditors, liquidators, and employees and other workers of the reorganizing company and persons that held those posts as well as the incorporators, directors at incorporation or auditors at incorporation, to report on the status of the reorganizing company's business and assets, or may inspect the reorganizing company's books, documents, and any other articles.

２　管財人は、その職務を行うため必要があるときは、更生会社の子会社（会社法第二条第三号に規定する子会社をいう。）に対してその業務及び財産の状況につき報告を求め、又はその帳簿、書類その他の物件を検査することができる。

(2) When necessary in order to perform their duties, a trustee may request a subsidiary company (meaning a subsidiary company prescribed in Article 2, item (iii) of the Companies Act) of the reorganizing company, to report on the status of its business and assets, or may inspect its books, documents and any other articles.

（管財人の自己取引）

(Transactions Conducted by a Trustee with a Reorganizing Company)

第七十八条　管財人は、裁判所の許可を得なければ、更生会社の財産を譲り受け、更生会社に対して自己の財産を譲り渡し、その他自己又は第三者のために更生会社と取引をすることができない。

Article 78 (1) Without permission of the court, a trustee may not accept the reorganizing company's assets or assign their own assets to the reorganizing company, or conduct any other transaction with the reorganizing company for themselves or a third party.

２　前項の許可を得ないでした行為は、無効とする。ただし、これをもって善意の第三者に対抗することができない。

(2) Any act conducted without the permission referred to in the preceding paragraph will be void; provided, however, that this may not be asserted against a third party in good faith.

（管財人の競業の制限）

(Restrictions on Competition by Trustees)

第七十九条　管財人は、自己又は第三者のために更生会社の事業の部類に属する取引をしようとするときは、裁判所に対し、当該取引につき重要な事実を開示し、その承認を受けなければならない。

Article 79 (1) When a trustee intends to conduct a transaction that falls within the line of the business of the reorganizing company for themselves or a third party, the trustee must disclose the important facts concerning the transaction to the court and obtain approval.

２　前項の取引をした管財人は、当該取引後、遅滞なく、当該取引についての重要な事実を裁判所に報告しなければならない。

(2) The trustee that has conducted the transaction referred to in the preceding paragraph, without delay after the transaction, must report the important facts concerning the transaction to the court.

３　管財人が第一項の規定に違反して同項の取引をしたときは、当該取引によって管財人又は第三者が得た利益の額は、更生会社に生じた損害の額と推定する。

(3) When a trustee has conducted the transaction referred to in paragraph (1) in violation of the provisions of the same paragraph, the amount of profit obtained by the trustee or a third party as a result of the transaction will be presumed to be the amount of damages suffered by the reorganizing company.

（管財人の注意義務）

(Trustee's Duty of Care)

第八十条　管財人は、善良な管理者の注意をもって、その職務を行わなければならない。

Article 80 (1) Trustees must perform their duties with the due care of a prudent manager.

２　管財人が前項の注意を怠ったときは、その管財人は、利害関係人に対し、連帯して損害を賠償する義務を負う。

(2) If a trustee fails to take the due care referred to in the preceding paragraph, the trustee will be jointly and severally liable to compensate damages to any interested person.

（管財人の情報提供努力義務）

(Trustee's Duty to Strive to Provide Information)

第八十条の二　管財人は、更生債権等である給料の請求権又は退職手当の請求権を有する者に対し、更生手続に参加するのに必要な情報を提供するよう努めなければならない。

Article 80-2 A trustee must strive to provide a person that has a claim for salary or a claim for severance pay, both of which are secured or unsecured reorganization claims, with information necessary for their participation in the reorganization.

（管財人の報酬等）

(Remuneration for Trustees)

第八十一条　管財人は、費用の前払及び裁判所が定める報酬を受けることができる。

Article 81 (1) A trustee may receive advance payments of expenses as well as remuneration determined by the court.

２　管財人は、その選任後、更生会社若しくは更生計画の定めにより設立された会社に対する債権又は更生会社若しくは当該会社の株式若しくは持分を譲り受け、又は譲り渡すには、裁判所の許可を得なければならない。

(2) A trustee must, after assuming office, obtain permission of the court in order to accept or assign any claims against the reorganizing company or a company incorporated pursuant to the provisions of the reorganization plan, or shares or equity of the reorganizing company or the company thus incorporated.

３　管財人は、前項の許可を得ないで同項に規定する行為をしたときは、費用及び報酬の支払を受けることができない。

(3) A trustee may not receive payment of expenses and remuneration if they have conducted any act prescribed in the preceding paragraph without obtaining the permission referred to in the same paragraph.

４　第一項の規定による決定に対しては、即時抗告をすることができる。

(4) An immediate appeal may be filed against a ruling made pursuant to the provisions of paragraph (1).

５　前各項の規定は、管財人代理及び法律顧問について準用する。

(5) The provisions of the preceding paragraphs apply mutatis mutandis to a trustee representative and a legal advisor.

（任務終了の場合の報告義務等）

(Trustee's Duty to Report upon Termination of Their Office)

第八十二条　管財人の任務が終了した場合には、管財人は、遅滞なく、裁判所に計算の報告をしなければならない。

Article 82 (1) Upon the termination of their office, a trustee must submit a report of account to the court without delay.

２　前項の場合において、管財人が欠けたときは、同項の計算の報告は、同項の規定にかかわらず、後任の管財人がしなければならない。

(2) In the case referred to in the preceding paragraph, if there is a vacancy in the office of a trustee, the report of account referred to in the same paragraph, notwithstanding the provisions of the same paragraph, must be submitted by a succeeding trustee.

３　管財人の任務が終了した場合において、急迫の事情があるときは、管財人又はその承継人は、後任の管財人又は更生会社が財産を管理することができるに至るまで必要な処分をしなければならない。

(3) Upon the termination of a trustee's office, if there are pressing circumstances, the trustee or their successor must take necessary measures until a succeeding trustee or the reorganizing company is able to administer assets.

４　第二百三十四条第二号から第四号までに掲げる事由のいずれかが生じた場合には、第二百五十四条第六項又は第二百五十七条に規定する場合を除き、管財人は、共益債権を弁済しなければならない。ただし、その存否又は額について争いのある共益債権については、その債権を有する者のために供託をしなければならない。

(4) If any of the grounds stated in Article 234, item (ii) through item (iv) have occurred, a trustee must pay common-benefit claims, except in the cases prescribed in Article 254, paragraph (6) or Article 257; provided, however, that with regard to a common-benefit claim which is in dispute in terms of its existence or nonexistence or its amount, a trustee must make a statutory deposit of the payment in the interest of the person that has the claim.

第三款　更生会社の財産状況の調査

Subsection 3 Investigation into the State of the Reorganizing Company's Assets

（財産の価額の評定等）

(Evaluation of Assets)

第八十三条　管財人は、更生手続開始後遅滞なく、更生会社に属する一切の財産につき、その価額を評定しなければならない。

Article 83 (1) Without delay after the commencement of reorganization, a trustee must evaluate the value of any and all assets that belongs to the reorganizing company.

２　前項の規定による評定は、更生手続開始の時における時価によるものとする。

(2) The evaluation under the provisions of the preceding paragraph will be made on the basis of the market value as of the time of commencement of reorganization proceedings.

３　管財人は、第一項の規定による評定を完了したときは、直ちに更生手続開始の時における貸借対照表及び財産目録を作成し、これらを裁判所に提出しなければならない。

(3) When they have completed the evaluation under the provisions of paragraph (1), a trustee must immediately prepare a balance sheet and an inventory of assets as of the time of commencement of reorganization and submit these to the court.

４　更生計画認可の決定があったときは、管財人は、更生計画認可の決定の時における貸借対照表及び財産目録を作成し、これらを裁判所に提出しなければならない。

(4) If a ruling confirming the reorganization plan is made, a trustee must prepare a balance sheet and an inventory of assets as of the time of the order confirming the reorganization plan and submit these to the court.

５　前項の貸借対照表及び財産目録に記載し、又は記録すべき財産の評価については、法務省令の定めるところによる。

(5) The evaluation of the assets to be stated or recorded in the balance sheet and inventory of assets referred to in the preceding paragraph will be governed by the provisions of Ministry of Justice Order.

（裁判所への報告）

(Reports to the Court)

第八十四条　管財人は、更生手続開始後遅滞なく、次に掲げる事項を記載した報告書を、裁判所に提出しなければならない。

Article 84 (1) Without delay after the commencement of reorganization, a trustee must submit to the court a written report stating the following:

一　更生手続開始に至った事情

(i) the circumstances that have resulted in the commencement of reorganization;

二　更生会社の業務及び財産に関する経過及び現状

(ii) the past and existing status of the reorganizing company's business and assets;

三　第九十九条第一項の規定による保全処分又は第百条第一項に規定する役員等責任査定決定を必要とする事情の有無

(iii) whether or not there are circumstances that require a provisional remedy under the provisions of Article 99, paragraph (1) or an assessment order on the liability of officers prescribed in Article 100, paragraph (1); and

四　その他更生手続に関し必要な事項

(iv) other necessary particulars concerning reorganization.

２　管財人は、前項の規定によるもののほか、裁判所の定めるところにより、更生会社の業務及び財産の管理状況その他裁判所の命ずる事項を裁判所に報告しなければならない。

(2) Beyond what is prescribed in the preceding paragraph, a trustee, as prescribed by the court, must report to the court the status of the administration of the reorganizing company's business and assets and any other particulars as ordered by the court.

（財産状況報告集会への報告）

(Reports to Meetings for Reporting the Status of Assets)

第八十五条　更生会社の財産状況を報告するために招集された関係人集会においては、管財人は、前条第一項各号に掲げる事項の要旨を報告しなければならない。

Article 85 (1) At a stakeholders meeting convoked to report the status of the reorganizing company's assets, a trustee must report the outline of the particulars stated in the items of paragraph (1) of the preceding Article.

２　前項の関係人集会においては、裁判所は、管財人、更生会社、届出をした更生債権者等又は株主から、管財人の選任並びに更生会社の業務及び財産の管理に関する事項につき、意見を聴かなければならない。

(2) At a stakeholders meeting referred to in the preceding paragraph, the court must hear opinions from a trustee, the reorganizing company, secured or unsecured reorganization creditors or shareholders who filed claims, with regard to the appointment of a trustee as well as the particulars concerning the administration of the reorganizing company's business and assets.

３　第一項の関係人集会においては、第四十六条第三項第三号に規定する労働組合等は、前項に規定する事項について意見を述べることができる。

(3) At a stakeholders meeting referred to in paragraph (1), the labor union or relevant representative prescribed in Article 46, paragraph (3), item (iii) may state its opinions with regard to the particulars prescribed in the preceding paragraph.

４　裁判所は、第一項の関係人集会を招集しないこととしたときは、前二項に規定する者（管財人を除く。）に対し、管財人の選任について裁判所の定める期間内に書面により意見を述べることができる旨を通知しなければならない。

(4) When it has decided not to convoke a stakeholders meeting referred to in paragraph (1), the court must give a notice to the persons prescribed in the preceding two paragraphs (excluding a trustee) to the effect that they may state their opinions in writing concerning the appointment of a trustee within a period specified by the court.

第四節　否認権

Section 4 Right of Avoidance

（更生債権者等を害する行為の否認）

(Avoidance of Acts Prejudicial to Reorganization Secured or Unsecured Creditors)

第八十六条　次に掲げる行為（担保の供与又は債務の消滅に関する行為を除く。）は、更生手続開始後、更生会社財産のために否認することができる。

Article 86 (1) The following acts (excluding acts concerning the provision of security or extinguishment of debt) may be avoided in the interest of the reorganizing company assets after the commencement of reorganization proceedings:

一　更生会社が更生債権者等を害することを知ってした行為。ただし、これによって利益を受けた者が、その行為の当時、更生債権者等を害する事実を知らなかったときは、この限りでない。

(i) an act conducted by the reorganizing company while knowing that it would prejudice secured or unsecured reorganization creditors; provided, however, that this does not apply when the person that has benefited from the act did not know, at the time of the act, the fact that it would prejudice any secured or unsecured reorganization creditor; and

二　更生会社が支払の停止又は更生手続開始、破産手続開始、再生手続開始若しくは特別清算開始の申立て（以下この節において「支払の停止等」という。）があった後にした更生債権者等を害する行為。ただし、これによって利益を受けた者が、その行為の当時、支払の停止等があったこと及び更生債権者等を害する事実を知らなかったときは、この限りでない。

(ii) an act that would prejudice secured or unsecured reorganization creditors, conducted by the reorganizing company after the suspension of payments or the filing of a petition to commence reorganization proceedings, reorganization of bankruptcy proceedings, reorganization of rehabilitation proceedings or reorganization of special liquidation (referred to as "suspension of payments, etc." in this Section) took place; provided, however, that this does not apply where the person that has benefited from the act did not know, at the time of the act, the fact that suspension of payments, etc. had taken place nor the fact that the act would prejudice any secured or unsecured reorganization creditor.

２　更生会社がした債務の消滅に関する行為であって、債権者の受けた給付の価額が当該行為によって消滅した債務の額より過大であるものは、前項各号に掲げる要件のいずれかに該当するときは、更生手続開始後、その消滅した債務の額に相当する部分以外の部分に限り、更生会社財産のために否認することができる。

(2) With respect to an act concerning the extinguishment of debt conducted by the reorganizing company, if the value of the performance received by the creditor exceeds the amount of debt extinguished by the act, and the act satisfies any of the requirements stated in the items of the preceding paragraph, the act may be avoided in the interest of the reorganizing company assets after the commencement of reorganization only with regard to the part other than the part equivalent to the amount of debt extinguished.

３　更生会社が支払の停止等があった後又はその前六月以内にした無償行為及びこれと同視すべき有償行為は、更生手続開始後、更生会社財産のために否認することができる。

(3) Any gratuitous act, or any onerous act that should be deemed to be equal to such an act, conducted by the reorganizing company after or within six months prior to suspension of payments, etc. may be avoided in the interest of the reorganizing company assets after the commencement of reorganization.

（相当の対価を得てした財産の処分行為の否認）

(Avoidance of Acts of Disposing of Assets Conducted While Receiving Reasonable Consideration)

第八十六条の二　更生会社が、その有する財産を処分する行為をした場合において、その行為の相手方から相当の対価を取得しているときは、その行為は、次に掲げる要件のいずれにも該当する場合に限り、更生手続開始後、更生会社財産のために否認することができる。

Article 86-2 (1) When a reorganizing company has received reasonable consideration from the other party to the act, after conducting an act of disposing of its assets, the act may be avoided in the interest of the reorganizing company assets after the commencement of reorganization, if it satisfies all of the following requirements:

一　当該行為が、不動産の金銭への換価その他の当該処分による財産の種類の変更により、更生会社において隠匿、無償の供与その他の更生債権者等を害する処分（以下この条並びに第九十一条の二第二項及び第三項において「隠匿等の処分」という。）をするおそれを現に生じさせるものであること。

(i) the act carries the actual risk that the reorganizing company would conceal, gratuitously convey or otherwise dispose of the assets in a manner prejudicial to secured or unsecured reorganization creditors (referred to as "concealing or similarly disposing" in this Article and Article 91-2, paragraph (2) and paragraph (3)) by realization of assets or otherwise changing the type of assets by way of the disposal;

二　更生会社が、当該行為の当時、対価として取得した金銭その他の財産について、隠匿等の処分をする意思を有していたこと。

(ii) the reorganizing company, at the time of the act, had the intention of concealing or similarly disposing of the money or any other assets that it received as consideration for the act; and

三　相手方が、当該行為の当時、更生会社が前号の隠匿等の処分をする意思を有していたことを知っていたこと。

(iii) the other party, at the time of the act, knew that the reorganizing company had the intention of concealing or similarly disposing as referred to in the preceding item.

２　前項の規定の適用については、当該行為の相手方が次に掲げる者のいずれかであるときは、その相手方は、当該行為の当時、更生会社が同項第二号の隠匿等の処分をする意思を有していたことを知っていたものと推定する。

(2) For the purpose of application of the provisions of the preceding paragraph, if the other party to the act in question is any of the following persons, the other party will be presumed to have known, at the time of the act, that the reorganizing company had the intention of concealing or similarly disposing as referred to in item (ii) of the same paragraph:

一　更生会社の取締役、会計参与（会計参与が法人であるときは、その職務を行うべき社員を含む。）、監査役、執行役、会計監査人（会計監査人が法人であるときは、その職務を行うべき社員を含む。）又は清算人

(i) a director, accounting advisor (if an accounting advisor is a corporation, its employees that are to perform its duties are included), auditor, executive officer, financial auditor (if a financial auditor is a corporation, its employees who are to perform its duties are included) or liquidator of the reorganizing company;

二　更生会社の総株主の議決権の過半数を有する者

(ii) a person that has the majority of voting rights of all shareholders of the reorganizing company; or

三　更生会社の総株主の議決権の過半数を子株式会社（法人が株式会社の総株主の議決権の過半数を有する場合における当該株式会社をいう。以下この号において同じ。）又は親法人（子株式会社である株式会社の総株主の議決権の過半数を有する法人をいう。）及び子株式会社が有する場合における当該親法人

(iii) a parent company (meaning a corporation which holds the majority of voting rights of all shareholders of a stock company that is its subsidiary stock company), when the majority of voting rights of all shareholders of the reorganizing company are held independently by its subsidiary stock company (meaning a stock company in which a corporation holds the majority of voting rights of all shareholders; the same applies in this item) or parent company and its subsidiary stock company.

（特定の債権者に対する担保の供与等の否認）

(Avoidance of Provision of Security to Specific Creditors)

第八十六条の三　次に掲げる行為（既存の債務についてされた担保の供与又は債務の消滅に関する行為に限る。）は、更生手続開始後、更生会社財産のために否認することができる。

Article 86-3 (1) The following acts (limited to acts concerning the provision of security or extinguishment of debt conducted with regard to an existing debt) may be avoided in the interest of the reorganizing company assets after the commencement of reorganization:

一　更生会社が支払不能になった後又は更生手続開始、破産手続開始、再生手続開始若しくは特別清算開始の申立て（以下この節において「更生手続開始の申立て等」という。）があった後にした行為。ただし、債権者が、その行為の当時、次のイ又はロに掲げる区分に応じ、それぞれ当該イ又はロに定める事実を知っていた場合に限る。

(i) an act conducted by the reorganizing company after it became unable to pay debts or a petition to commence reorganization proceedings, commencement of bankruptcy proceedings, commencement of rehabilitation proceedings, or commencement of special liquidation was filed (referred to as the "filing of a petition to commence reorganization proceedings or liquidation" in this Section); provided, however, that this applies only if the creditor, at the time of the act, knew either of the facts stated in (a) or (b) below for the cases listed in (a) or (b), respectively:

イ　当該行為が支払不能になった後にされたものである場合　支払不能であったこと又は支払の停止があったこと。

(a) when the act was conducted after the reorganizing company became unable to pay debts: the fact that the reorganizing company was unable to pay debts or suspended payments; or

ロ　当該行為が更生手続開始の申立て等があった後にされたものである場合　更生手続開始の申立て等があったこと。

(b) where the act was conducted after a petition to commence reorganization proceedings or liquidation was filed: the fact that a petition to commence reorganization was filed; and

二　更生会社の義務に属せず、又はその時期が更生会社の義務に属しない行為であって、支払不能になる前三十日以内にされたもの。ただし、債権者がその行為の当時他の更生債権者等を害する事実を知らなかったときは、この限りでない。

(ii) an act that is not included in the scope of the reorganizing company's obligation in terms of the act itself or the time of performance of the act, which was conducted within 30 days before the reorganizing company became unable to pay debts; provided, however, that this does not apply if the creditor did not know, at the time of the act, the fact that it would prejudice other secured or unsecured reorganization creditors.

２　前項第一号の規定の適用については、次に掲げる場合には、債権者は、同号に掲げる行為の当時、同号イ又はロに掲げる場合の区分に応じ、それぞれ当該イ又はロに定める事実（同号イに掲げる場合にあっては、支払不能であったこと及び支払の停止があったこと）を知っていたものと推定する。

(2) For the purpose of application of the provisions of item (i) of the preceding paragraph, in the following cases, the creditor is presumed to have known, at the time of the act stated in the same item, either of the facts specified in (a) or (b) below for the cases stated in (a) or (b), respectively (in the case stated in (a) of the same item, both the fact that the reorganizing company was unable to pay debts and that the reorganizing company suspended payments):

一　債権者が前条第二項各号に掲げる者のいずれかである場合

(i) when the creditor is any of the persons stated in the items of paragraph (2) of the preceding Article; and

二　前項第一号に掲げる行為が更生会社の義務に属せず、又はその方法若しくは時期が更生会社の義務に属しないものである場合

(ii) when the act stated in item (i) of the preceding paragraph is not included in the scope of the reorganizing company's obligation in terms of the act itself or the method or time of performance of the act.

３　第一項各号の規定の適用については、支払の停止（更生手続開始の申立て等の前一年以内のものに限る。）があった後は、支払不能であったものと推定する。

(3) For the purpose of application of the provisions of the items of paragraph (1), after suspension of payments took place (limited to suspension that took place within one year prior to the filing of a petition to commence reorganization), the reorganizing company is presumed to have been unable to pay debts.

（手形債務支払の場合等の例外）

(Exceptions to Payment of Debts on Negotiable Instruments)

第八十七条　前条第一項第一号の規定は、更生会社から手形の支払を受けた者がその支払を受けなければ手形上の債務者の一人又は数人に対する手形上の権利を失う場合には、適用しない。

Article 87 (1) The provisions of paragraph (1), item (i) of the preceding Article do not apply when a person that has received payment of a negotiable instrument from the reorganizing company would lose their right on the negotiable instrument against one or more debtors on the negotiable instrument unless they receive the payment.

２　前項の場合において、最終の償還義務者又は手形の振出しを委託した者が振出しの当時支払の停止等があったことを知り、又は過失によって知らなかったときは、管財人は、これらの者に更生会社が支払った金額を償還させることができる。

(2) In the case referred to in the preceding paragraph, if the final obligor for redemption or the person that had entrusted the drawing of the negotiable instrument knew or was negligent in not knowing, at the time of drawing, the fact that suspension of payments had taken place, a trustee may have these persons redeem the money paid by the reorganizing company to them.

３　前条第一項の規定は、更生会社が租税等の請求権（共助対象外国租税の請求権を除く。）又は第百四十二条第二号に規定する更生手続開始前の罰金等の請求権につき、その徴収の権限を有する者に対してした担保の供与又は債務の消滅に関する行為には、適用しない。

(3) The provisions of paragraph (1) of the preceding Article do not apply to any act concerning the provision of security or extinguishment of debt, which is conducted by the reorganizing company with regard to right to impose taxes or other charges (excluding a claim for a foreign tax subject to mutual assistance) or a claim for a fine or court costs arising prior to the commencement of reorganization as prescribed in Article 142, item (ii), for the person that has the power to collect the claim.

（権利変動の対抗要件の否認）

(Avoidance of Requirements of Perfection of Changes in Rights)

第八十八条　支払の停止等があった後権利の設定、移転又は変更をもって第三者に対抗するために必要な行為（仮登記又は仮登録を含む。）をした場合において、その行為が権利の設定、移転又は変更があった日から十五日を経過した後悪意でしたものであるときは、これを否認することができる。ただし、当該仮登記又は当該仮登録以外の仮登記又は仮登録があった後にこれらに基づいてされた本登記又は本登録については、この限りでない。

Article 88 (1) If an act necessary for duly asserting the establishment, transfer, or modification of a right against a third party (including a provisional registration) was conducted after suspension of payments, etc. took place, the act may be avoided if it was conducted after 15 days had elapsed since the date of establishment, transfer, or modification of the right, while knowing that suspension of payments, etc. had taken place; provided, however, that this does not apply to a definitive registration based on prior unavoidable provisional registration.

２　前項の規定は、権利取得の効力を生ずる登録について準用する。

(2) The provisions of the preceding paragraph apply mutatis mutandis to a registration based on which the acquisition of a right will become effective.

（執行行為の否認）

(Avoidance of Acts of Enforcement)

第八十九条　否認権は、否認しようとする行為について執行力のある債務名義があるとき、又はその行為が執行行為に基づくものであるときでも、行うことを妨げない。

Article 89 Exercising a right of avoidance is not precluded even when an act to be avoided is accompanied by an enforceable title of obligation or based on an act of enforcement.

（支払の停止を要件とする否認の制限）

(Restriction on Avoidance by Reason of Suspension of Payments)

第九十条　更生手続開始の申立て等の日から一年以上前にした行為（第八十六条第三項に規定する行為を除く。）は、支払の停止があった後にされたものであること又は支払の停止の事実を知っていたことを理由として否認することができない。

Article 90 Any act conducted not less than one year before the date of filing of a petition to commence reorganization (excluding the act prescribed in Article 86, paragraph (3)) may not be avoided on the grounds that the act was conducted after suspension of payments had taken place or while knowing the fact of suspension of payments.

（否認権行使の効果）

(Effect of the Exercise of a Right of Avoidance)

第九十一条　否認権の行使は、更生会社財産を原状に復させる。

Article 91 (1) The exercise of a right of avoidance restores the reorganizing company assets to their original state.

２　第八十六条第三項に規定する行為が否認された場合において、相手方は、当該行為の当時、支払の停止等があったこと及び更生債権者等を害する事実を知らなかったときは、その現に受けている利益を償還すれば足りる。

(2) If an act prescribed in Article 86, paragraph (3) is avoided, if the other party did not know the fact that suspension of payments, etc. had taken place nor the fact that the act would prejudice any secured or unsecured reorganization creditor at the time of the act, it will be sufficient for the other party to return the actual gains that they enjoy.

（更生会社の受けた反対給付に関する相手方の権利等）

(Rights held by the Other Party over Counter-Performance Received by the Reorganization Company)

第九十一条の二　第八十六条第一項若しくは第三項又は第八十六条の二第一項に規定する行為が否認されたときは、相手方は、次の各号に掲げる区分に応じ、それぞれ当該各号に定める権利を行使することができる。

Article 91-2 (1) When an act prescribed in Article 86, paragraph (1) or paragraph (3) or Article 86-2, paragraph (1) is avoided, the other party may exercise a right specified in each of the following items for the categories stated in the respective items:

一　更生会社の受けた反対給付が更生会社財産中に現存する場合　当該反対給付の返還を請求する権利

(i) when the counter-performance received by the reorganizing company actually exists within the reorganizing company assets: a right to claim return of the counter-performance; and

二　更生会社の受けた反対給付が更生会社財産中に現存しない場合　共益債権者として反対給付の価額の償還を請求する権利

(ii) when the counter-performance received by the reorganizing company does not actually exist within the reorganizing company assets: a right to claim, as a holder of common-benefit claim, reimbursement of the value of the counter-performance.

２　前項第二号の規定にかかわらず、同号に掲げる場合において、当該行為の当時、更生会社が対価として取得した財産について隠匿等の処分をする意思を有し、かつ、相手方が更生会社がその意思を有していたことを知っていたときは、相手方は、次の各号に掲げる区分に応じ、それぞれ当該各号に定める権利を行使することができる。

(2) Notwithstanding the provisions of item (ii) of the preceding paragraph, in the cases stated in the item, at the time of the act in question, if the reorganizing company had the intention of concealing or similarly disposing of the assets that it received as consideration for the act and the other party knew that the reorganizing company had the intention, the other party may exercise a right specified in each of the following items for the categories stated in the respective items:

一　更生会社の受けた反対給付によって生じた利益の全部が更生会社財産中に現存する場合　共益債権者としてその現存利益の返還を請求する権利

(i) if the gains arising from the counter-performance received by the reorganizing company actually exists in whole within the reorganizing company assets: a right to claim, as a holder of common-benefit claim, return of the actual gains;

二　更生会社の受けた反対給付によって生じた利益が更生会社財産中に現存しない場合　更生債権者として反対給付の価額の償還を請求する権利

(ii) if the gains arising from the counter-performance received by the reorganizing company does not actually exist within the reorganizing company assets: a right to claim, as a reorganization creditor, reimbursement of the value of the counter-performance; and

三　更生会社の受けた反対給付によって生じた利益の一部が更生会社財産中に現存する場合　共益債権者としてその現存利益の返還を請求する権利及び更生債権者として反対給付と現存利益との差額の償還を請求する権利

(iii) if the gains arising from the counter-performance received by the reorganizing company actually exists in part within the reorganizing company assets: a right to claim, as a holder of common-benefit claim, return of the actual gains, and a right to claim, as a reorganization creditor, reimbursement of any difference between the counter-performance and the actual gains.

３　前項の規定の適用については、当該行為の相手方が第八十六条の二第二項各号に掲げる者のいずれかであるときは、その相手方は、当該行為の当時、更生会社が前項の隠匿等の処分をする意思を有していたことを知っていたものと推定する。

(3) For the purpose of application of the provisions of the preceding paragraph, if the other party to the act in question is any of the persons stated in the items of Article 86-2, paragraph (2), the other party will be presumed to have known, at the time of the act, that the reorganizing company had the intention of concealing or similarly disposing referred to in the preceding paragraph.

４　管財人は、第八十六条第一項若しくは第三項又は第八十六条の二第一項に規定する行為を否認しようとするときは、前条第一項の規定により更生会社財産に復すべき財産の返還に代えて、相手方に対し、当該財産の価額から前三項の規定により共益債権となる額（第一項第一号に掲げる場合にあっては、更生会社の受けた反対給付の価額）を控除した額の償還を請求することができる。

(4) When a trustee intends to avoid an act prescribed in Article 86, paragraph (1) or paragraph (3) or Article 86-2, paragraph (1), in lieu of requesting return of the assets that should be returned to the reorganizing company assets pursuant to the provisions of paragraph (1) of the preceding Article, the trustee may request the other party to reimburse the amount obtained by deducting the amount that will be included in the scope of common-benefit claims pursuant to the provisions of the preceding three paragraphs (in the case stated in paragraph (1), item (i), the value of the counter-performance received by the reorganizing company) from the value of the assets to be returned.

（相手方の債権の回復）

(Restoration of Other Party's Claims)

第九十二条　第八十六条の三第一項に規定する行為が否認された場合において、相手方がその受けた給付を返還し、又はその価額を償還したときは、相手方の債権は、これによって原状に復する。

Article 92 If an act prescribed in Article 86-3, paragraph (1) is avoided and the other party returns the performance that they have received or reimburses the value of that performance, this restores the other party's claim to its original state.

（転得者に対する否認権）

(Right of Avoidance Against Subsequent Acquirers)

第九十三条　次に掲げる場合には、否認権は、転得者に対しても、行使することができる。

Article 93 (1) In the following cases, a right of avoidance may also be exercised against any subsequent acquirers:

一　転得者が転得の当時、それぞれその前者に対する否認の原因のあることを知っていたとき。

(i) if the subsequent acquirers knew, at the time of acquisition, that there were grounds for avoidance against their respective predecessors;

二　転得者が第八十六条の二第二項各号に掲げる者のいずれかであるとき。ただし、転得の当時、それぞれその前者に対する否認の原因のあることを知らなかったときは、この限りでない。

(ii) if each of the subsequent acquirers is any of the persons stated in the items of Article 86-2, paragraph (2); provided, however, that this does not apply if the subsequent acquirers did not know, at the time of acquisition, that there were grounds for avoidance against their respective predecessors; and

三　転得者が無償行為又はこれと同視すべき有償行為によって転得した場合において、それぞれその前者に対して否認の原因があるとき。

(iii) if the subsequent acquirers acquired the subject matter by any gratuitous act or by any onerous act that should be deemed to be equal to such an act, and there were grounds for avoidance against their respective predecessors.

２　第九十一条第二項の規定は、前項第三号の規定により否認権の行使があった場合について準用する。

(2) The provisions of Article 91, paragraph (2) apply mutatis mutandis when a right of avoidance is exercised pursuant to the provisions of item (iii) of the preceding paragraph.

（保全処分に係る手続の続行と担保の取扱い）

(Handling of the Continuation of Provisional Remedy Proceedings and Handling of Security)

第九十四条　第三十九条の二第一項（第四十四条第二項において準用する場合を含む。）の規定による保全処分が命じられた場合において、更生手続開始の決定があったときは、管財人は、当該保全処分に係る手続を続行することができる。

Article 94 (1) If a provisional remedy under the provisions of Article 39-2, paragraph (1) (including cases where applied mutatis mutandis pursuant to Article 44, paragraph (2)) is issued, if a ruling to commence reorganization is made, a trustee may continue the procedure related to the provisional remedy.

２　管財人が更生手続開始の決定後一月以内に前項の規定により同項の保全処分に係る手続を続行しないときは、当該保全処分は、その効力を失う。

(2) If a trustee does not continue the procedure pertaining to a provisional remedy referred to in the preceding paragraph pursuant to the provisions of the same paragraph within one month after an the ruling to commence reorganization proceedings is made, the provisional remedy ceases to be effective.

３　管財人は、第一項の規定により同項の保全処分に係る手続を続行しようとする場合において、第三十九条の二第二項（第四十四条第二項において準用する場合を含む。）に規定する担保の全部又は一部が更生会社財産に属する財産でないときは、その担保の全部又は一部を更生会社財産に属する財産による担保に変換しなければならない。

(3) If a trustee intends to continue the procedure related to a provisional remedy referred to in paragraph (1) pursuant to the provisions of the same paragraph, if the whole or part of the security prescribed in Article 39-2, paragraph (2) (including when applied mutatis mutandis pursuant to Article 44, paragraph (2)) does not belong to the reorganizing company assets, the trustee must substitute, for the whole or part of the security, another security by way of assets that belong to the reorganizing company assets.

４　民事保全法（平成元年法律第九十一号）第十八条並びに第二章第四節（第三十七条第五項から第七項までを除く。）及び第五節の規定は、第一項の規定により管財人が続行する手続に係る保全処分について準用する。

(4) The provisions of Article 18 of the Civil Provisional Remedies Act (Act No. 91 of 1989) and Chapter II, Section 4 (excluding Article 37, paragraph (5) through paragraph (7)) and Section 5 of the same Act apply mutatis mutandis to a provisional remedy for the procedure to be continued by a trustee pursuant to the provisions of paragraph (1).

（否認権の行使）

(Exercising a Right of Avoidance)

第九十五条　否認権は、訴え、否認の請求又は抗弁によって、管財人が行う。

Article 95 (1) A right of avoidance is exercised by a trustee by filing an action, making a request for avoidance, or filing a defense.

２　前項の訴え及び否認の請求事件は、更生裁判所が管轄する。

(2) Cases of the action and request for avoidance referred to in the preceding paragraph will be subject to the jurisdiction of the reorganization court.

（否認の請求及びこれについての決定）

(Requests for Avoidance and Rulings on These Requests)

第九十六条　否認の請求をするときは、その原因となる事実を疎明しなければならない。

Article 96 (1) When making a request for avoidance, the requester must make a prima facie showing of the facts constituting grounds for the avoidance.

２　否認の請求を認容し、又はこれを棄却する裁判は、理由を付した決定でしなければならない。

(2) A judicial decision to uphold a request for avoidance or dismiss it must be made by a ruling with reasons attached.

３　裁判所は、前項の決定をする場合には、相手方又は転得者を審尋しなければならない。

(3) When making a ruling referred to in the preceding paragraph, the court must interrogate the other party or any subsequent acquirers.

４　否認の請求を認容する決定があった場合には、その裁判書を当事者に送達しなければならない。この場合においては、第十条第三項本文の規定は、適用しない。

(4) If a ruling upholding a request for avoidance is made, the written judgment will be served upon the parties concerned. In this case, the provisions of the main clause of Article 10, paragraph (3) do not apply.

５　否認の請求の手続は、更生手続が終了したときは、終了する。

(5) The proceedings for a request for avoidance will be closed upon the end of reorganization.

（否認の請求を認容する決定に対する異議の訴え）

(Action to Oppose a Ruling Upholding a Request for Avoidance)

第九十七条　否認の請求を認容する決定に不服がある者は、その送達を受けた日から一月の不変期間内に、異議の訴えを提起することができる。

Article 97 (1) A person that disagrees with a ruling upholding a request for avoidance may file an action to oppose within an inalterable period of one month after the day on which the person was served with the order.

２　前項の訴えは、更生裁判所が管轄する。

(2) The action referred to in the preceding paragraph is subject to the jurisdiction of the reorganization court.

３　第一項の訴えについての判決においては、訴えを不適法として却下する場合を除き、否認の請求を認容する決定を認可し、変更し、又は取り消す。

(3) A judgment rendered with regard to the action referred to in paragraph (1), except where the action is denied as unlawful, approves, changes, or sets aside a ruling upholding a request for avoidance.

４　否認の請求を認容する決定の全部又は一部を認可する判決が確定したときは、当該決定（当該判決において認可された部分に限る。）は、確定判決と同一の効力を有する。第一項の訴えが、同項に規定する期間内に提起されなかったとき、取り下げられたとき、又は却下されたときにおける否認の請求を認容する決定についても、同様とする。

(4) When a judgment which approves the whole or part of a ruling upholding a request for avoidance becomes final and binding, the order (limited to the part approved by the judgment) has the same effect as a final and binding judgment. The same applies to a ruling upholding a request for avoidance when the action referred to in the paragraph (1) is not filed within the period prescribed in the same paragraph, is withdrawn or is denied.

５　第一項の決定を認可し、又は変更する判決については、受訴裁判所は、民事訴訟法第二百五十九条第一項の定めるところにより、仮執行の宣言をすることができる。

(5) With regard to a judgment to approve or change the ruling referred to in paragraph (1), the court in charge of the case may declare provisional enforcement, as prescribed by Article 259, paragraph (1) of the Code of Civil Procedure.

６　第一項の訴えに係る訴訟手続は、第二百三十四条第二号又は第五号に掲げる事由が生じたときは、第五十二条第四項の規定にかかわらず、終了するものとする。

(6) The action referred to in paragraph (1), notwithstanding the provisions of Article 52, paragraph (4), will be concluded if any of the grounds stated in Article 234, item (ii) or item (v) have occurred.

（否認権行使の期間）

(Period for Exercising a Right of Avoidance)

第九十八条　否認権は、更生手続開始の日（更生手続開始の日より前に破産手続又は再生手続が開始されている場合にあっては、破産手続開始又は再生手続開始の日）から二年を経過したときは、行使することができない。否認しようとする行為の日から二十年を経過したときも、同様とする。

Article 98 A right of avoidance may not be exercised if two years have passed since the date of commencement of reorganization (when bankruptcy proceedings or rehabilitation proceedings have been commenced prior to the date of commencement of reorganization, this period starts from the date of commencement of bankruptcy proceedings or rehabilitation proceedings). The same applies when 20 years have passed since the date of the act to be avoided.

第五節　更生会社の役員等の責任の追及

Section 5 Pursuing the Liability of Officers of Reorganizing Companies

（役員等の財産に対する保全処分）

(Provisional Remedy on Assets of Officers)

第九十九条　裁判所は、更生手続開始の決定があった場合において、必要があると認めるときは、管財人の申立てにより又は職権で、次に掲げる保全処分をすることができる。

Article 99 (1) If a ruling to commence reorganization is made, the court, if finding it necessary, upon the petition of a trustee or by its own authority, may issue the following provisional remedies:

一　発起人、設立時取締役、設立時監査役、取締役、会計参与、監査役、執行役、会計監査人又は清算人（以下この節において「役員等」という。）の責任に基づく損害賠償請求権を保全するための当該役員等の財産に対する保全処分

(i) a provisional remedy to preserve a claim for damages based on the liabilities of the reorganizing company's incorporator, director at incorporation or auditor at incorporation, director, accounting advisor, auditor, executive officer, financial auditor, or liquidator (referred to as "officers" in this Section), which may be issued upon the assets of the officers; and

二　役員等（設立時監査役、会計参与、監査役、会計監査人及び清算人を除く。）に対する会社法第五十二条第一項、第五十二条の二第一項若しくは第二項、第百三条第二項、第二百十三条第一項、第二百十三条の三第一項、第二百八十六条第一項又は第二百八十六条の三第一項の規定による支払請求権を保全するための当該役員等の財産に対する保全処分

(ii) a provisional remedy to preserve a claim for payment against the reorganizing company's officer (excluding its auditor at incorporation, accounting advisor, financial auditor, and liquidator) under the provisions of Article 52, paragraph (1), Article 52-2, paragraph (1) or paragraph (2), Article 103, paragraph (2), Article 213, paragraph (1), Article 213-3, paragraph (1), Article 286, paragraph (1) or Article 286-3, paragraph (1) of the Companies Act, which may be issued upon the assets of the officers.

２　裁判所は、前項の規定による保全処分を変更し、又は取り消すことができる。

(2) The court may change or void a provisional remedy issued under the provisions of the preceding paragraph.

３　第一項の規定による保全処分又は前項の規定による決定に対しては、即時抗告をすることができる。

(3) An immediate appeal may be filed against a provisional remedy issued under the provisions of paragraph (1) or a ruling made under the provisions of the preceding paragraph.

４　前項の即時抗告は、執行停止の効力を有しない。

(4) The immediate appeal referred to in the preceding paragraph does not have the effect of a stay of enforcement.

５　第三項に規定する裁判及び同項の即時抗告についての裁判があった場合には、その裁判書を当事者に送達しなければならない。この場合においては、第十条第三項本文の規定は、適用しない。

(5) If a judicial decision prescribed in paragraph (3) and a judicial decision on the immediate appeal referred to in the same paragraph are made, the written judgment must be served upon the parties concerned. In this case, the provisions of the main clause of Article 10, paragraph (3) do not apply.

（役員等の責任の査定の申立て等）

(Petition for Assessment of the Liability of Officers)

第百条　裁判所は、更生手続開始の決定があった場合において、前条第一項各号に規定する請求権が存在し、かつ、必要があると認めるときは、管財人の申立てにより又は職権で、決定で、当該請求権の額その他の内容を査定する裁判（以下この節において「役員等責任査定決定」という。）をすることができる。

Article 100 (1) If a ruling to commence reorganization is made, when any of the claims prescribed in the items of paragraph (1) of the preceding Article exist and the court finds it necessary, upon the petition of a trustee or by its own authority, the court may make a judicial decision, by a ruling, to assess the amount of the claim and other particulars (referred to as an "assessment order on the liability of officers" in this Section).

２　前項の申立てをするときは、その原因となる事実を疎明しなければならない。

(2) When filing the petition referred to in the preceding paragraph, the petitioner must make a prima facie showing of the fact constituting the cause of the claim.

３　裁判所は、職権で役員等責任査定決定の手続を開始する場合には、その旨の決定をしなければならない。

(3) When the court commences proceedings for an assessment order on the liability of officers by its own authority, it must make a ruling to that effect.

４　第一項の申立て又は前項の決定があったときは、時効の中断に関しては、裁判上の請求があったものとみなす。

(4) When a petition referred to in paragraph (1) is filed or a ruling referred to in the preceding paragraph is made, for the purpose of interruption of prescription, it is deemed that demand by litigation is made.

５　役員等責任査定決定の手続（役員等責任査定決定があった後のものを除く。）は、更生手続が終了したときは、終了する。

(5) The proceedings for an assessment order on liability of officers will be closed upon the end of a reorganization (excluding the case where an assessment order on the liability of officers is already made prior to the end of reorganization).

（役員等責任査定決定等）

(Assessment Orders on the Liability of Officers)

第百一条　役員等責任査定決定及び前条第一項の申立てを棄却する決定には、理由を付さなければならない。

Article 101 (1) An assessment order on the liability of officers and a ruling to dismiss the petition referred to in paragraph (1) of the preceding Article must state the reasons for this ruling.

２　裁判所は、前項の決定をする場合には、役員等を審尋しなければならない。

(2) When making a ruling referred to in the preceding paragraph, the court must interrogate the officers in question.

３　役員等責任査定決定があった場合には、その裁判書を当事者に送達しなければならない。この場合においては、第十条第三項本文の規定は、適用しない。

(3) If an assessment order on the liability of officers is made, the written judgment must be served upon the parties concerned. In this case, the provisions of the main clause of Article 10, paragraph (3) do not apply.

（役員等責任査定決定に対する異議の訴え）

(Actions to Oppose an Assessment Order on the Liability of Officers)

第百二条　役員等責任査定決定に不服がある者は、その送達を受けた日から一月の不変期間内に、異議の訴えを提起することができる。

Article 102 (1) A person that disagrees with an assessment order on the liability of officers may file an action to oppose within an inalterable period of one month after the day on which the person was served the order.

２　前項の訴えは、更生裁判所が管轄する。

(2) The action referred to in the preceding paragraph is subject to the jurisdiction of the reorganization court.

３　第一項の訴えは、これを提起する者が、役員等であるときは管財人を、管財人であるときは役員等を、それぞれ被告としなければならない。

(3) In an action referred to in paragraph (1), a trustee must stand as a defendant if it is filed by an officers, and an officers must stand as a defendant if it is filed by a trustee.

４　第一項の訴えについての判決においては、訴えを不適法として却下する場合を除き、役員等責任査定決定を認可し、変更し、又は取り消す。

(4) A judgment rendered with regard to the action referred to in paragraph (1), except where the action is denied as unlawful, approves, changes, or sets aside the assessment order on the liability of officers.

５　役員等責任査定決定を認可し、又は変更した判決は、強制執行に関しては、給付を命ずる判決と同一の効力を有する。

(5) A judgment that approves or changes an assessment order on the liability of officers, for the purpose of enforcement has the same effect as a judgment to order performance.

６　役員等責任査定決定を認可し、又は変更した判決については、受訴裁判所は、民事訴訟法第二百五十九条第一項の定めるところにより、仮執行の宣言をすることができる。

(6) With regard to a judgment that approves or changes an assessment order on the liability of officers, the court in charge of the case may declare provisional enforcement, as prescribed by Article 259, paragraph (1) of the Code of Civil Procedure.

（役員等責任査定決定の効力）

(Effect of an Assessment Order on the Liability of Officers)

第百三条　前条第一項の訴えが、同項の期間内に提起されなかったとき、取り下げられたとき、又は却下されたときは、役員等責任査定決定は、給付を命ずる確定判決と同一の効力を有する。

Article 103 If an action referred to in paragraph (1) of the preceding Article is not filed within the period referred to in the same paragraph, is withdrawn, or is denied, the assessment order on the liability of officers has the same effect as a final and binding judgment to order performance.

第六節　担保権消滅の請求等

Section 6 Requests to Extinguish a Security Right

第一款　担保権消滅の請求

Subsection 1 Requests to Extinguish a Security Right

（担保権消滅許可の決定）

(Ruling of Permission to Extinguish Security Rights)

第百四条　裁判所は、更生手続開始当時更生会社の財産につき特別の先取特権、質権、抵当権又は商法若しくは会社法の規定による留置権（以下この款において「担保権」という。）がある場合において、更生会社の事業の更生のために必要であると認めるときは、管財人の申立てにより、当該財産の価額に相当する金銭を裁判所に納付して当該財産を目的とするすべての担保権を消滅させることを許可する旨の決定をすることができる。

Article 104 (1) When there exists a special statutory lien, pledge, mortgage, or a right of retention under the provisions of the Commercial Code or the Companies Act (referred to as a "security right" in this Subsection) on the reorganizing company's assets as of the time of commencement of reorganization proceedings, if finding it necessary for the reorganization of the reorganizing company's business, upon the petition of a trustee, the court may make a ruling to permit causing all security rights that exist on the assets to be extinguished by paying to the court the amount of money equivalent to the value of the assets.

２　前項の決定は、更生計画案を決議に付する旨の決定があった後は、することができない。

(2) The ruling referred to in the preceding paragraph may not be made after a ruling to refer the proposed reorganization plan to a resolution is made.

３　第一項の申立ては、次に掲げる事項を記載した書面でしなければならない。

(3) The petition referred to in paragraph (1) must be filed by means of a document stating the following:

一　担保権の目的である財産の表示

(i) an indication of the assets that is the subject matter of the security right;

二　前号の財産の価額

(ii) the value of the assets referred to in the preceding item; and

三　消滅すべき担保権の表示

(iii) an indication of the security right to be extinguished.

４　第一項の決定があった場合には、その裁判書を、前項の書面（以下この条及び次条において「申立書」という。）とともに、当該申立書に記載された同項第三号の担保権を有する者（以下この款において「被申立担保権者」という。）に送達しなければならない。この場合においては、第十条第三項本文の規定は、適用しない。

(4) If a ruling referred to in paragraph (1) is made, the written judgment must be served, with the document referred to in the preceding paragraph (referred to as a "written petition" in this Article and the following Article), upon the person that has the security right referred to in item (iii) of the same paragraph as stated in the written petition (referred to as the "designated security right holders" in this Subsection). In this case, the provisions of the main clause of Article 10, paragraph (3) do not apply.

５　第一項の決定に対しては、被申立担保権者は、即時抗告をすることができる。

(5) A designated security right holder may file an immediate appeal against a ruling referred to in the provisions of paragraph (1).

６　前項の即時抗告についての裁判があった場合には、その裁判書を被申立担保権者に送達しなければならない。この場合においては、第十条第三項本文の規定は、適用しない。

(6) If a judicial decision on the immediate appeal referred to in the preceding paragraph is made, the written judgment will be served upon the designated security right holder. In this case, the provisions of the main clause of Article 10, paragraph (3) do not apply.

７　申立書に記載された第三項第三号の担保権が根抵当権である場合において、根抵当権者が第四項の規定による送達を受けた時から二週間を経過したときは、当該根抵当権の担保すべき元本は、確定する。

(7) When the security right referred to in paragraph (3), item (iii), which is stated in a written petition, is a revolving mortgage, if two weeks have passed since the day on which the revolving mortgagee was served under the provisions of paragraph (4), the principal to be secured by the revolving mortgage will be fixed.

８　民法第三百九十八条の二十第二項の規定は、第一項の申立てが取り下げられ、又は同項の決定が取り消された場合について準用する。

(8) The provisions of Article 398-20, paragraph (2) of the Civil Code apply mutatis mutandis if a petition referred to in paragraph (1) is withdrawn or a ruling referred to in the same paragraph is set aside.

（価額決定の請求）

(Requests for Valuation)

第百五条　被申立担保権者は、申立書に記載された前条第三項第二号の価額（第百七条及び第百八条において「申出額」という。）について異議があるときは、当該申立書の送達を受けた日から一月以内に、担保権の目的である財産（次条において「財産」という。）について価額の決定を請求することができる。

Article 105 (1) A designated security right holder, if they have an objection to the value referred to in paragraph (3), item (ii) of the preceding Article as stated in the written petition (referred to as the "offered price" in Article 107 and Article 108), may make a request, within one month from the day on which they were served the written petition, for the valuation of the assets that is the subject matter of the security right concerned ( referred to as the "assets" in the following Article).

２　前条第一項の決定をした裁判所は、やむを得ない事由がある場合に限り、被申立担保権者の申立てにより、前項の期間を伸長することができる。

(2) The court that has granted the permission referred to in paragraph (1) of the preceding Article, upon the petition of the designated security right holder, may extend the period referred to in the preceding paragraph only if there are unavoidable grounds for doing so.

３　第一項の規定による請求（以下この条から第百八条において「価額決定の請求」という。）に係る事件は、更生裁判所が管轄する。

(3) A case related to a request under the provisions of paragraph (1) (referred to as a "request for valuation" in this Article through Article 108) is subject to the jurisdiction of the reorganization court.

４　価額決定の請求をする者は、その請求に係る手続の費用として更生裁判所の定める金額を予納しなければならない。

(4) A person that makes a request for valuation must prepay an amount designated by the reorganization court as expenses for proceedings for the request.

５　前項に規定する費用の予納がないときは、更生裁判所は、価額決定の請求を却下しなければならない。

(5) If prepayment of expenses prescribed in the preceding paragraph is not made, the reorganization court must deny the request for valuation.

（財産の価額の決定）

(Valuation of Assets)

第百六条　価額決定の請求があった場合には、更生裁判所は、これを不適法として却下する場合を除き、評価人を選任し、財産の評価を命じなければならない。

Article 106 (1) If a request for valuation is made, the reorganization court, except where it denies the request, must appoint a valuator and order the person to valuate the assets.

２　前項の場合には、更生裁判所は、評価人の評価に基づき、決定で、当該決定の時における財産の価額を定めなければならない。

(2) In the case referred to in the preceding paragraph, the reorganization court, by a ruling, must valuate the assets as of the time of the order based on the valuation made by a valuator.

３　被申立担保権者が数人ある場合には、前項の決定は、被申立担保権者の全員につき前条第一項の期間（同条第二項の規定により期間が伸長されたときは、その伸長された期間。第百八条第一項第一号において「請求期間」という。）が経過した後にしなければならない。この場合において、数個の価額決定の請求事件が同時に係属するときは、事件を併合して裁判しなければならない。

(3) When there are two or more designated security right holders, the ruling referred to in the preceding paragraph must be made after the period referred to in paragraph (1) of the preceding Article (if the period has been extended pursuant to the provisions of paragraph (2) of the same Article, the period as extended; referred to as the "period of request" in Article 108, paragraph (1), item (i)) has expired for all designated security right holders. In this case, if two or more cases of requests for valuation are pending concurrently, the judicial decisions of these cases must be made in a consolidated manner.

４　第二項の決定は、価額決定の請求をしなかった被申立担保権者に対しても、その効力を有する。

(4) The ruling referred to in paragraph (2) is also effective against a designated security right holder that has not made a request for valuation.

５　価額決定の請求についての決定に対しては、管財人及び被申立担保権者は、即時抗告をすることができる。

(5) A trustee and any designated security right holder may file an immediate appeal against a ruling on the request for valuation.

６　価額決定の請求についての決定又は前項の即時抗告についての裁判があった場合には、その裁判書を管財人及び被申立担保権者に送達しなければならない。この場合においては、第十条第三項本文の規定は、適用しない。

(6) If a ruling on the request for valuation or a judicial decision on the immediate appeal referred to in the preceding paragraph is made, the written judgment must be served upon a trustee and the designated security right holder. In this case, the provisions of the main clause of Article 10, paragraph (3) do not apply.

（費用の負担）

(Burden of Expenses)

第百七条　価額決定の請求に係る手続に要した費用は、前条第二項の決定により定められた価額が、申出額を超える場合には更生会社の負担とし、申出額を超えない場合には価額決定の請求をした者の負担とする。ただし、申出額を超える額が当該費用の額に満たないときは、当該費用のうち、その超える額に相当する部分は更生会社の負担とし、その余の部分は価額決定の請求をした者の負担とする。

Article 107 (1) The expenses incurred for the proceedings for a request for valuation will be borne by the reorganizing company if the value determined by a ruling referred to in paragraph (2) of the preceding Article exceeds the offered price, and borne by the person that made a request for valuation if the value does not exceed the offered price; provided, however, that if the amount in excess of the offered price is less than the amount of expenses, the part of the amount of expenses which is equivalent to the amount of excess will be borne by the reorganizing company, and the remaining part will be borne by the person that made a request for valuation.

２　前条第五項の即時抗告に係る手続に要した費用は、当該即時抗告をした者の負担とする。

(2) The expenses incurred for the proceedings for an immediate appeal referred to in paragraph (5) of the preceding Article will be borne by the person that filed the immediate appeal.

３　第一項の規定により更生会社に対して費用請求権を有する者は、その費用に関し、次条第一項又は第百十二条第二項の規定により納付された金銭について、他の被申立担保権者に先立ち弁済を受ける権利を有する。

(3) A person that has a claim for expenses against the reorganizing company pursuant to the provisions of paragraph (1) has a right to receive payment of the expenses in preference to other designated security right holders from the money paid under the provisions of paragraph (1) of the following Article or Article 112, paragraph (2).

４　次条第五項の場合には、第一項及び第二項の費用は、これらの規定にかかわらず、更生会社の負担とする。この場合においては、更生会社に対する費用請求権は、共益債権とする。

(4) In the case referred to in paragraph (5) of the following Article, the expenses referred to in paragraph (1) and paragraph (2), notwithstanding these provisions, will be borne by the reorganizing company. In this case, a claim for expenses against the reorganizing company is a common-benefit claim.

（価額に相当する金銭の納付等）

(Payment of Money Equivalent to Value)

第百八条　管財人は、次の各号に掲げる場合の区分に応じ、当該各号に定める金銭を、裁判所の定める期限までに、裁判所に納付しなければならない。

Article 108 (1) A trustee must pay to the court, by the time limit set by the court, the money specified in each of the following items for the categories stated in the respective items:

一　請求期間内に価額決定の請求がなかったとき、又は価額決定の請求のすべてが取り下げられ、若しくは却下されたとき　申出額に相当する金銭

(i) if no request for valuation is made within the period of request, or all requests for valuation are withdrawn or denied: money equivalent to the offered price; or

二　第百六条第二項の決定が確定したとき　当該決定により定められた価額に相当する金銭

(ii) if the ruling referred to in Article 106, paragraph (2) becomes final and binding: money equivalent to the value determined by the order.

２　裁判所は、前項の期限の到来前においては、同項の期限を変更することができる。

(2) The court may change the time limit referred to in the preceding paragraph before the time limit comes.

３　被申立担保権者の有する担保権は、第一項又は第百十二条第二項の規定による金銭の納付があった時に消滅する。

(3) The security right held by a designated security right holder will be extinguished at the time when money is paid under the provisions of paragraph (1) or Article 112, paragraph (2).

４　第一項又は第百十二条第二項の規定による金銭の納付があったときは、裁判所書記官は、消滅した担保権に係る登記又は登録の抹消を嘱託しなければならない。

(4) When money is paid under the provisions of paragraph (1) or Article 112, paragraph (2), a court clerk must commission cancellation of the registration of the security right extinguished.

５　管財人が第一項若しくは第百十二条第二項の規定による金銭の納付をしないとき、又は管財人がこれらの規定による金銭の納付をする前に更生計画認可の決定があったときは、裁判所は、第百四条第一項の決定を取り消さなければならない。

(5) If a trustee fails to pay money under the provisions of paragraph (1) or Article 112, paragraph (2), or a ruling confirming the reorganization plan is made before a trustee pays money under these provisions, the court must set aside the ruling referred to in Article 104, paragraph (1).

（更生計画認可の決定があった場合の納付された金銭の取扱い）

(Handling Paid Money When a Ruling of Confirmation of a Reorganization Plan Is Made)

第百九条　裁判所は、更生計画認可の決定があったときは、管財人（第七十二条第四項前段の規定により更生会社の機関がその権限を回復した場合は、更生会社）に対して、前条第一項の規定により納付された金銭に相当する額（第百十一条第六項の規定による金銭の交付があったときは、当該交付に係る額を控除した額）又は第百十二条第二項の規定により納付された金銭に相当する額の金銭を交付しなければならない。

Article 109 When a ruling confirming the reorganization plan is made, the court must deliver to a trustee (or the reorganizing company if the organs of the reorganizing company have restored their powers pursuant to the provisions of the first sentence of Article 72, paragraph (4)) the amount of money equivalent to the money paid pursuant to the provisions of paragraph (1) of the preceding Article (if money has been delivered under the provisions of Article 111, paragraph (6), the amount thus delivered will be deducted) or the amount of money equivalent to the money paid pursuant to the provisions of Article 112, paragraph (2).

（更生計画認可前に更生手続が終了した場合の納付された金銭の取扱い）

(Handling of Paid Money When Reorganization Is Closed Prior to Confirmation of a Reorganizing Plan)

第百十条　裁判所は、更生計画認可の決定前に更生手続が終了したときは、次項に規定する場合を除き、第百八条第一項又は第百十二条第二項の規定により納付された金銭について、配当表に基づいて、被申立担保権者に対する配当を実施しなければならない。

Article 110 (1) If reorganization is closed before a ruling confirming the reorganization plan is made, the court must in accordance with a distribution list, implement distribution of the money paid pursuant to the provisions of Article 108, paragraph (1) or Article 112, paragraph (2), to designated security right holders, except in the case prescribed in the following paragraph.

２　被申立担保権者が一人である場合又は被申立担保権者が二人以上であって第百八条第一項若しくは第百十二条第二項の規定により納付された金銭で各被申立担保権者の有する担保権によって担保される債権及び第百七条第一項の規定により更生会社の負担すべき費用を弁済することができる場合には、裁判所は、当該金銭の交付計算書を作成して、被申立担保権者に弁済金を交付し、剰余金を更生会社に交付する。

(2) If there is only one designated security right holder or when there are two or more designated security right holders and the money paid pursuant to the provisions of Article 108, paragraph (1) or Article 112, paragraph (2) is sufficient for paying the claims secured by the security rights held by the designated respective holders and the expenses borne by the reorganizing company pursuant to the provisions of Article 117, paragraph (1), the court prepares a statement of delivery of the money, and deliver payment to the designated security right holder and deliver any surplus to the reorganizing company.

３　民事執行法（昭和五十四年法律第四号）第八十五条及び第八十八条から第九十二条までの規定は第一項の配当の手続について、同法第八十八条、第九十一条及び第九十二条の規定は前項の規定による弁済金の交付の手続について、それぞれ準用する。

(3) The provisions of Article 85 and Article 88 through Article 92 of the Civil Enforcement Act (Act No. 4 of 1979) apply mutatis mutandis to the procedure for a distribution referred to in paragraph (1), and the provisions of Article 88, Article 91, and Article 92 of the same Act apply mutatis mutandis to the procedure for delivery of payment under the provisions of the preceding paragraph.

（更生計画認可前の剰余金等の管財人への交付）

(Delivery of Surplus to a Trustee Prior to Confirmation of a Reorganization Plan)

第百十一条　裁判所は、更生計画認可の決定の前において、次の各号に掲げる場合のいずれかに該当するときは、管財人の申立てにより、当該各号に定める金額を管財人に交付する旨の決定をすることができる。

Article 111 (1) Before a ruling confirming the reorganization plan is made, in any of the cases stated in the following items, upon the petition of a trustee, the court may make a ruling to deliver the amount specified in the respective items to the trustee:

一　前条の規定により被申立担保権者に配当（弁済金の交付を含む。）をすべきこととなる可能性のある金額（次項において「配当等見込額」という。）を第百八条第一項の規定により納付される金銭に相当する金額から控除しても、剰余がある場合　当該剰余金額

(i) when there is any surplus after deducting the amount that is likely to be distributed (or delivered as payment) to the designated security right holders pursuant to the provisions of the preceding Article (referred to as the "estimated amount of distribution, etc." in the following paragraph), from the amount of money equivalent to the money to be paid pursuant to the provisions of Article 108, paragraph (1): the amount of the surplus; or

二　すべての被申立担保権者が第百八条第一項の規定により納付される金銭に相当する金額の全部又は一部を管財人に交付することに同意している場合　当該同意のある金額

(ii) when all designated security right holders consent to delivery of the whole or part of the amount of money equivalent to the money to be paid pursuant to the provisions of Article 108, paragraph (1) to the trustee: the amount to which they consent.

２　前項第一号に規定する配当等見込額は、次に掲げる金額の合計額とする。

(2) The estimated amount of distribution, etc. prescribed in item (i) of the preceding paragraph will be the sum of the following amounts:

一　各被申立担保権者が届け出た更生債権等（確定したものを除く。）についての届出額のうち、次のイ及びロのいずれにも該当するもの

(i) the amount of the secured or unsecured reorganization claim filed by each designated security right holder (excluding the claim that has been determined), and which falls within both categories referred to in (a) and (b) below:

イ　当該届出の内容によれば各被申立担保権者の有する担保権の被担保債権（利息又は不履行による損害賠償若しくは違約金に係る被担保債権にあっては、更生手続開始後二年を経過する時までに生ずるものに限る。次号イにおいて同じ。）となるもの

(a) a claim that proves to be, in light of the content of the proof, a claim secured by the security right held by each designated security right holder (in the case of a secured claim for interest or for damages or a penalty for a default, limited to the claim that arises within two years after the commencement of reorganization; the same applies in (b) of the following item); and

ロ　イの担保権によって担保された範囲のもの

(b) the claim to the extent that it is secured by the security right referred to in (a);

二　各被申立担保権者が届け出た更生債権等であって確定したものについての確定額のうち、次のイ及びロのいずれにも該当するもの

(ii) the determined amount of the secured or unsecured reorganization claim filed by each designated security right holder, and which falls within both categories referred to in (a) and (b) below:

イ　確定した更生債権等の内容によれば各被申立担保権者の有する担保権の被担保債権となるもの

(a) a claim that proves to be, in light of the content of the determined secured or unsecured reorganization claim, a claim secured by the security right held by each designated security right holder; and

ロ　イの担保権によって担保された範囲のもの

(b) the claim to the extent that it is secured by the security right referred to in (a); and

三　第百五条第四項の規定により予納された額

(iii) the amount prepaid pursuant to the provisions of Article 105, paragraph (4).

３　裁判所は、第百三十八条第一項に規定する債権届出期間が経過し、かつ、第百八条第一項各号に掲げる場合のいずれかに該当するに至った後でなければ、第一項の決定をすることができない。

(3) The court may not make a ruling referred to in paragraph (1) until after the period for filing a proof of claims prescribed in Article 138, paragraph (1) has expired and the case now falls under any of the items of Article 108, paragraph (1).

４　第一項の申立てについての裁判に対しては、管財人及び被申立担保権者は、即時抗告をすることができる。

(4) A trustee and a designated security right holder may file an immediate appeal against a ruling on the petition referred to in paragraph (1).

５　第一項の申立て又は前項の即時抗告についての裁判があった場合には、その裁判書を管財人及び被申立担保権者に送達しなければならない。この場合においては、第十条第三項本文の規定は、適用しない。

(5) If a judicial decision on the petition referred to in paragraph (1) or on the immediate appeal referred to in the preceding paragraph is made, the written judgment must be served upon a trustee and designated security right holder. In this case, the provisions of the main clause of Article 10, paragraph (3) do not apply.

６　裁判所は、第一項の決定が確定したときは、次条第二項の規定による金銭の納付がされた場合を除き、当該決定において定める金額に相当する金銭を管財人（第七十二条第四項前段の規定により更生会社の機関がその権限を回復した場合は、更生会社）に交付しなければならない。

(6) When the ruling referred to in paragraph (1) has become final and binding, except where money has been delivered under the provisions of paragraph (2) of the following Article, the court must deliver money equivalent to the amount specified by the order to a trustee (or the reorganizing company if the organs of the reorganizing company have restored their powers pursuant to the provisions of the first sentence of Article 72, paragraph (4)).

（差引納付）

(Payment of a Balance)

第百十二条　裁判所は、管財人が第百八条第一項の規定による金銭の納付をする前であっても、前条第一項の決定をすることができる。

Article 112 (1) The court may make a ruling referred to in paragraph (1) of the preceding Article even before a trustee pays money under the provisions of Article 108, paragraph (1).

２　管財人は、第百八条第一項の規定による金銭の納付をする前に前条第一項の決定が確定したときは、第百八条第一項の規定にかかわらず、同項の規定により納付すべき金銭の額から当該決定において定める金額を控除した額を、同項に規定する期限までに、裁判所に納付すれば足りる。

(2) When a ruling referred to in paragraph (1) of the preceding Article becomes final and binding before a trustee pays money under the provisions of Article 108, paragraph (1), it will be sufficient for the trustee, notwithstanding the provisions of Article 108, paragraph (1), to pay to the court the amount of money payable pursuant to Article 108, paragraph (1) after deducting therefrom the amount specified by the order, by the time limit prescribed in Article 108, paragraph (1).

第二款　債権質の第三債務者の供託

Subsection 2 Deposit by the Third-Party Debtor of a Pledge on a Claim

第百十三条　更生担保権に係る質権の目的である金銭債権の債務者は、当該金銭債権の全額に相当する金銭を供託して、その債務を免れることができる。

Article 113 (1) The debtor of a monetary claim that is the subject matter of a pledge for a secured reorganization claim may be released from the debt by making a statutory deposit of money equivalent to the full amount of the monetary claim.

２　前項の規定による供託がされたときは、同項の質権を有していた更生担保権者は、供託金につき質権者と同一の権利を有する。

(2) When a statutory deposit is made under the provisions of the preceding paragraph, the secured reorganization creditor that has held the pledge referred to in the same paragraph has the same right as the pledgee to the deposited money.

第七節　関係人集会

Section 7 Stakeholder Meetings

（関係人集会の招集）

(Convocation of Stakeholder Meetings)

第百十四条　裁判所は、次の各号に掲げる者のいずれかの申立てがあった場合には、関係人集会を招集しなければならない。これらの申立てがない場合であっても、裁判所は、相当と認めるときは、関係人集会を招集することができる。

Article 114 (1) The court must convoke a stakeholders meeting upon the petition of any of the persons stated in the following items. The court may convoke a stakeholders meeting without these petitions if finding it appropriate:

一　管財人

(i) a trustee;

二　第百十七条第二項に規定する更生債権者委員会

(ii) the reorganization creditors committee prescribed in Article 117, paragraph (2);

三　第百十七条第六項に規定する更生担保権者委員会

(iii) the secured reorganization creditors committee prescribed in Article 117, paragraph (6);

四　第百十七条第七項に規定する株主委員会

(iv) the shareholders committee prescribed in Article 117, paragraph (7);

五　届出があった更生債権等の全部について裁判所が評価した額の十分の一以上に当たる更生債権等を有する更生債権者等

(v) a secured or unsecured reorganization creditor that has a secured or unsecured reorganization claim that accounts for one-tenth or more of the value of all filed secured or unsecured reorganization claim as estimated by the court; or

六　更生会社の総株主の議決権の十分の一以上を有する株主

(vi) a shareholder that has one-tenth or more of the voting rights of all shareholders of the reorganizing company.

２　前項前段の規定にかかわらず、更生会社が更生手続開始の時においてその財産をもって債務を完済することができない状態にあるときは、同項第四号及び第六号に掲げる者は、同項前段の申立てをすることができない。

(2) Notwithstanding the provisions of the first sentence of the preceding paragraph, when the reorganizing company is unable to pay its debts in full with its assets at the time of commencement of reorganization, the persons stated in item (iv) and item (vi) of the same paragraph may not file a petition referred to in the first sentence of the same paragraph.

（関係人集会の期日の呼出し等）

(Summoning on the Date of Stakeholders Meeting)

第百十五条　関係人集会の期日には、管財人、更生会社、届出をした更生債権者等、株主及び更生会社の事業の更生のために債務を負担し又は担保を提供する者があるときは、その者を呼び出さなければならない。ただし、第四十二条第二項の決定があったときは、更生計画案の決議をするための関係人集会の期日を除き、届出をした更生債権者等を呼び出すことを要しない。

Article 115 (1) On the date of a stakeholders meeting, a trustee, the reorganization company, secured or unsecured reorganization creditors who filed claims, shareholders, and any person that has incurred a debt or provided security for the reorganization of the reorganizing company's business must be summoned; provided, however, that when the ruling referred to in Article 42, paragraph (2) is made, secured or unsecured reorganization creditor who filed claims are not required to be summoned, except on the date of a stakeholders meeting aimed for adopting a resolution on a proposed reorganization plan.

２　前項本文の規定にかかわらず、届出をした更生債権者等又は株主であって議決権を行使することができないものは、呼び出さないことができる。

(2) Notwithstanding the provisions of the main clause of the preceding paragraph, not summoning secured or unsecured reorganization creditors who filed claims or shareholders that may not exercise their voting rights is allowed.

３　関係人集会の期日は、第四十六条第三項第三号に規定する労働組合等に通知しなければならない。

(3) A notice of the date of a stakeholders meeting must be given to the labor union or relevant representative prescribed in Article 46, paragraph (3), item (iii).

４　裁判所は、関係人集会の期日及び会議の目的である事項を公告しなければならない。

(4) The court must give a public notice of the date of a stakeholders meeting and the particulars that are the subject of the meeting.

５　関係人集会の期日においてその延期又は続行について言渡しがあったときは、第一項及び前二項の規定は、適用しない。

(5) If it is rendered, on the date of a stakeholders meeting, that the meeting will be postponed or continued, the provisions of paragraph (1) and the preceding two paragraphs do not apply.

（関係人集会の指揮）

(Direction of Stakeholder Meetings)

第百十六条　関係人集会は、裁判所が指揮する。

Article 116 Stakeholder meetings are directed by the court.

第八節　更生債権者委員会及び代理委員等

Section 8 Reorganization Creditor Committees and Reorganization Creditor Representatives

（更生債権者委員会等）

(Reorganization Creditor Committees)

第百十七条　裁判所は、更生債権者をもって構成する委員会がある場合には、利害関係人の申立てにより、当該委員会が、この法律の定めるところにより、更生手続に関与することを承認することができる。ただし、次の各号のいずれにも該当する場合に限る。

Article 117 (1) If there is a committee consisting of reorganization creditors, upon the petition of an interested person, the court may give approval to the participation of the committee in reorganization as prescribed in this Act; provided, however, that this applies only if all of the following requirements are met:

一　委員の数が、三人以上最高裁判所規則で定める人数以内であること。

(i) the number of committee members is not less than three and not more than the number specified by the Rules of the Supreme Court;

二　更生債権者の過半数が当該委員会が更生手続に関与することについて同意していると認められること。

(ii) it is found that the majority of reorganization creditors consent to the committee's participation in reorganization; and

三　当該委員会が更生債権者全体の利益を適切に代表すると認められること。

(iii) it is found that the committee will properly represent the interest of reorganization creditors as a whole.

２　裁判所は、必要があると認めるときは、更生手続において、前項の規定により承認された委員会（以下「更生債権者委員会」という。）に対して、意見の陳述を求めることができる。

(2) If finding it necessary, the court may request the committee approved pursuant to the provisions of the preceding paragraph (referred to as the "reorganization creditors committee" below) to state its opinions in reorganization.

３　更生債権者委員会は、更生手続において、裁判所又は管財人（第七十二条第四項前段の規定により更生会社の機関がその権限を回復したときは、管財人又は更生会社）に対して、意見を述べることができる。

(3) The reorganization creditors committee may state its opinions to the court or a trustee (or a trustee or the reorganizing company if the organs of the reorganizing company have restored their powers pursuant to the provisions of the first sentence of Article 72, paragraph (4)) in reorganization.

４　更生債権者委員会に更生会社の事業の更生に貢献する活動があったと認められるときは、裁判所は、当該活動のために必要な費用を支出した更生債権者の申立てにより、更生会社財産から、当該更生債権者に対し、相当と認める額の費用を償還することを許可することができる。

(4) If it is found that the reorganization creditors committee has carried out activities that contribute to ensuring the reorganization of the reorganizing company's business, upon the petition of a reorganization creditor that has incurred necessary expenses for the activities, the court may permit reimbursement of the amount of expenses, which it finds reasonable, to the reorganization creditor from the reorganizing company assets.

５　裁判所は、利害関係人の申立てにより又は職権で、いつでも第一項の規定による承認を取り消すことができる。

(5) Upon the petition of an interested person or by its own authority, the court may revoke the approval given pursuant to the provisions of paragraph (1) at any time.

６　第一項の規定は更生担保権者をもって構成する委員会がある場合について、第二項から前項までの規定はこの項において準用する第一項の規定により承認された委員会（以下「更生担保権者委員会」という。）がある場合について、それぞれ準用する。

(6) The provisions of paragraph (1) apply mutatis mutandis when there is a committee consisting of secured reorganization creditors, and the provisions of paragraph (2) through the preceding paragraph apply mutatis mutandis when there is a committee approved under the provisions of paragraph (1) as applied mutatis mutandis pursuant to this paragraph (referred to as the "secured reorganization creditors committee" below).

７　第一項の規定は株主をもって構成する委員会がある場合について、第二項から第五項までの規定はこの項において準用する第一項の規定により承認された委員会（第百二十一条において「株主委員会」という。）がある場合について、それぞれ準用する。

(7) The provisions of paragraph (1) apply mutatis mutandis when there is a committee consisting of shareholders, and the provisions of paragraph (2) through paragraph (5) apply mutatis mutandis when there is a committee approved under the provisions of paragraph (1) as applied mutatis mutandis pursuant to this paragraph (referred to as the "shareholders committee" in Article 121).

（更生債権者委員会の意見聴取）

(Hearing of Opinions of a Reorganization Creditors Committee)

第百十八条　裁判所書記官は、前条第一項の規定による承認があったときは、遅滞なく、管財人（第七十二条第四項前段の規定により更生会社の機関がその権限を回復したときは、更生会社。次項において同じ。）に対して、その旨を通知しなければならない。

Article 118 (1) A court clerk, when approval is given pursuant to the provisions of paragraph (1) of the preceding Article, without delay, must give a notice to a trustee (or the reorganizing company if the organs of the reorganizing company have restored their powers pursuant to the provisions of the first sentence of Article 72, paragraph (4)) to that effect.

２　管財人は、前項の通知を受けたときは、遅滞なく、更生会社の業務及び財産の管理に関する事項について、更生債権者委員会の意見を聴かなければならない。

(2) Upon receiving the notice under the provisions of the preceding paragraph, without delay, a trustee must hear opinions from the reorganization creditors committee with regard to the particulars concerning the administration of the reorganization company's business and assets.

（管財人の更生債権者委員会に対する報告義務）

(Duty of Trustees to Report to the Reorganization Creditors Committee)

第百十九条　管財人は、第八十三条第三項若しくは第四項又は第八十四条の規定により報告書等（報告書、貸借対照表又は財産目録をいう。以下この条において同じ。）を裁判所に提出したときは、遅滞なく、当該報告書等を更生債権者委員会にも提出しなければならない。

Article 119 (1) A trustee, when having submitted written reports, inventories or balance sheets (meaning written reports, inventory of assets or balance sheets; the same applies in this Article) to the court pursuant to the provisions of Article 83, paragraph (3) or paragraph (4) or Article 84, without delay, must also submit the written reports, inventories or balance sheets to the reorganization creditors committee.

２　管財人は、前項の場合において、当該報告書等に第十二条第一項の支障部分に該当する部分があると主張して同項の申立てをしたときは、当該部分を除いた報告書等を更生債権者委員会に提出すれば足りる。

(2) If a trustee, in the case referred to in the preceding paragraph, has filed a petition referred to in Article 12, paragraph (1), alleging that the written reports, inventories or balance sheets in question contain a detrimental part prescribed in Article 12, paragraph (1), it will be sufficient for the trustee to submit the written reports, inventories or balance sheets excluding the relevant detrimental part to the reorganization creditors committee.

（管財人に対する報告命令）

(Report Orders to Trustees)

第百二十条　更生債権者委員会は、更生債権者全体の利益のために必要があるときは、裁判所に対し、管財人に更生会社の業務及び財産の管理状況その他更生会社の事業の更生に関し必要な事項について第八十四条第二項の規定による報告をすることを命ずるよう申し出ることができる。

Article 120 (1) The reorganization creditors committee, when it is necessary for the interest of reorganization creditors as a whole, may request the court to order that a trustee make a report under the provisions of Article 84, paragraph (2) with regard to the status of the administration of the reorganizing company's business and assets and other necessary particulars concerning the reorganization of the reorganizing company's business.

２　前項の申出を受けた裁判所は、当該申出が相当であると認めるときは、管財人に対し、第八十四条第二項の規定による報告をすることを命じなければならない。

(2) The court that has received a request made under the provisions of the preceding paragraph, when it finds the request appropriate, must order that a trustee make a report under the provisions of Article 84, paragraph (2).

（準用）

(Application Mutatis Mutandis)

第百二十一条　前三条の規定は、更生担保権者委員会又は株主委員会がある場合について準用する。

Article 121 The provisions of the preceding three Articles apply mutatis mutandis when there is a secured reorganization creditors committee or a shareholders committee.

（代理委員）

(Representatives)

第百二十二条　更生債権者等又は株主は、裁判所の許可を得て、共同して又は各別に、一人又は数人の代理委員を選任することができる。

Article 122 (1) Secured or unsecured reorganization creditors or shareholders, with permission of the court, may jointly or independently appoint one or more representatives.

２　裁判所は、更生手続の円滑な進行を図るために必要があると認めるときは、更生債権者等又は株主に対し、相当の期間を定めて、代理委員の選任を勧告することができる。

(2) If finding it necessary in order to ensure smooth progress in reorganization, the court may specify a reasonable timeframe and recommend that secured or unsecured reorganization creditors or shareholders appoint a representative.

３　代理委員は、これを選任した更生債権者等又は株主のために、更生手続に属する一切の行為をすることができる。

(3) A representative may perform any and all acts involved in reorganization in the interest of the secured or unsecured reorganization creditors or shareholders that appoint them.

４　一の更生債権者等又は一の株主について代理委員が数人あるときは、共同してその権限を行使する。ただし、第三者の意思表示は、その一人に対してすれば足りる。

(4) If there are two or more representatives for one secured or unsecured reorganization creditor or one shareholder, they exercise their powers jointly; provided, however, that it is sufficient that a manifestation of intention by a third party is made to any one of them.

５　裁判所は、代理委員の権限の行使が著しく不公正であると認めるときは、第一項の許可の決定又は次条第一項の選任の決定を取り消すことができる。

(5) The court may set aside a ruling of permission referred to in paragraph (1) or a ruling of appointment referred to in paragraph (1) of the following Article when it finds the exercise of powers by the representative to be particularly unfair.

６　更生債権者等又は株主は、いつでも、その選任した代理委員を解任することができる。

(6) Secured or unsecured reorganization creditors or shareholders may dismiss at any time the representative that they have appointed.

（裁判所による代理委員の選任）

(Appointment of Representatives by the Court)

第百二十三条　裁判所は、共同の利益を有する更生債権者等又は株主が著しく多数である場合において、これらの者のうちに前条第二項の規定による勧告を受けたにもかかわらず同項の期間内に代理委員を選任しない者があり、かつ、代理委員の選任がなければ更生手続の進行に支障があると認めるときは、当該者のために、相当と認める者を代理委員に選任することができる。

Article 123 (1) When there are an extremely large number of secured or unsecured reorganization creditors or shareholders that have common interest, if any of these secured or unsecured reorganization creditors or shareholders, despite the recommendation made under paragraph (2) of the preceding Article, does not appoint a representative within the period referred to in the same paragraph, and the court finds that the progress of reorganization would be hindered unless a representative is appointed, on behalf of the secured or unsecured reorganization creditors or shareholders, the court may appoint a representative that it considers suitable.

２　前項の規定により代理委員を選任するには、当該代理委員の同意を得なければならない。

(2) When appointing a representative under the provisions of the preceding paragraph, the court must obtain consent of the representative in question.

３　第一項の規定により代理委員が選任された場合には、当該代理委員は、本人（その者のために同項の規定により代理委員が選任された者をいう。第六項において同じ。）が前条第一項の規定により選任したものとみなす。

(3) If a representative is appointed under the provisions of paragraph (1), the representative is deemed to be appointed by the principal (the person for which the representative is appointed under the provisions of the same paragraph; the same applies in paragraph (6)) under the provisions of paragraph (1) of the preceding Article.

４　第一項の規定により選任された代理委員は、正当な理由があるときは、裁判所の許可を得て辞任することができる。

(4) A representative appointed under the provisions of paragraph (1) may resign with permission of the court if there are justifiable grounds.

５　第一項の規定により選任された代理委員は、更生会社財産から、次に掲げるものの支払を受けることができる。

(5) A representative appointed under the provisions of paragraph (1) may receive payment of the following from the reorganizing company assets:

一　前条第三項に規定する行為をするために必要な費用について、その前払又は支出額の償還

(i) prepayment of necessary expenses for conducting the acts prescribed in paragraph (3) of the preceding Article, or reimbursement of the amount of any payment or expenses already paid; and

二　裁判所が相当と認める額の報酬

(ii) the amount of remuneration that the court finds reasonable.

６　第一項の規定により代理委員が選任された場合における当該代理委員と本人との間の関係については、民法第六百四十四条から第六百四十七条まで及び第六百五十四条の規定を準用する。

(6) With regard to the relationships between a representative appointed under the provisions of paragraph (1) and the principal, the provisions of Article 644 through Article 647 and Article 654 of the Civil Code apply mutatis mutandis.

（報償金等）

(Compensation)

第百二十四条　裁判所は、更生債権者等、株主若しくは代理委員又はこれらの者の代理人が更生会社の事業の更生に貢献したと認められるときは、管財人の申立てにより又は職権で、管財人が、更生会社財産から、これらの者に対し、その事務処理に要した費用を償還し、又は報償金を支払うことを許可することができる。

Article 124 (1) If it is found that a secured or unsecured reorganization creditor, shareholder, or representative or their agent has contributed to ensuring the reorganization of the reorganizing company's business, upon the petition of a trustee or by its own authority, the court may grant permission to the effect that the expenses incurred by these persons for the administration of processes concerned will be reimbursed or compensation will be paid to them from the reorganizing company assets.

２　前項の規定による決定に対しては、即時抗告をすることができる。

(2) An immediate appeal may be filed against a ruling made under the provisions of the preceding paragraph.

第九節　調査命令

Section 9 Examination Orders

（調査命令）

(Examination Orders)

第百二十五条　裁判所は、更生手続開始後において、必要があると認めるときは、利害関係人の申立てにより又は職権で、次に掲げる事項の全部又は一部を対象とする調査委員による調査又は意見陳述を命ずる処分をすることができる。

Article 125 (1) After the commencement of reorganization, if finding it necessary, upon the petition of an interested person or by its own authority, the court may make a disposition ordering that an examiner conducts an examination or states their opinions, targeting the whole or part of the following particulars:

一　第九十九条第一項の規定による保全処分又は第百条第一項に規定する役員等責任査定決定を必要とする事情の有無及びその処分又は決定の要否

(i) whether or not there are any circumstances requiring a provisional remedy under the provisions of Article 99, paragraph (1) or an assessment order on the liability of officers prescribed in Article 100, paragraph (1), and whether or not it is necessary to issue any of these orders;

二　管財人の作成する貸借対照表及び財産目録の当否並びに更生会社の業務及び財産の管理状況その他裁判所の命ずる事項に関する管財人の報告の当否

(ii) whether or not the balance sheet and inventory of assets prepared by a trustee are appropriate, as well as whether or not a trustee's report on the status of the administration of the reorganizing company's business and assets and any other particulars as ordered by the court are appropriate;

三　更生計画案又は更生計画の当否

(iii) whether or not the proposed reorganization plan or the reorganization plan is appropriate; and

四　その他更生事件に関し調査委員による調査又は意見陳述を必要とする事項

(iv) other particulars for which it is necessary for an examiner to conduct an examination or state opinions concerning the reorganization case.

２　裁判所は、前項の処分（以下「調査命令」という。）をする場合には、当該調査命令において、一人又は数人の調査委員を選任し、かつ、調査委員の調査又は意見陳述の対象となるべき事項及び裁判所に対して報告又は陳述をすべき期間を定めなければならない。

(2) When making the disposition referred to in the preceding paragraph (referred to as an "examination order" below), in the examination order, the court must appoint one or more examiners and specify the particulars for which the examiner or examiners should conduct an examination or state their opinions, and the period during which they should submit the report or state their opinions to the court.

３　裁判所は、調査命令を変更し、又は取り消すことができる。

(3) The court may change or set aside an examination order.

４　調査命令及び前項の規定による決定に対しては、即時抗告をすることができる。

(4) An immediate appeal may be filed against an examination order and a ruling made under the provisions of the preceding paragraph.

５　前項の即時抗告は、執行停止の効力を有しない。

(5) The immediate appeal referred to in the preceding paragraph does not have the effect of a stay of enforcement.

６　第四項に規定する裁判及び同項の即時抗告についての裁判があった場合には、その裁判書を当事者に送達しなければならない。この場合においては、第十条第三項本文の規定は、適用しない。

(6) If a judicial decision prescribed in paragraph (4) and a judicial decision on the immediate appeal referred to in the same paragraph are made, the written judgment must be served upon the parties concerned. In this case, the provisions of the main clause of Article 10, paragraph (3) do not apply.

（準用）

(Applications Mutatis Mutandis)

第百二十六条　第六十七条第二項、第六十八条、第六十九条第一項本文、第七十七条、第八十条及び第八十一条第一項から第四項までの規定は、調査委員について準用する。

Article 126 The provisions of Article 67, paragraph (2), Article 68, the main clause of Article 69, paragraph (1), Article 77, Article 80, and Article 81, paragraph (1) through paragraph (4) apply mutatis mutandis to an examiner.

第四章　共益債権及び開始後債権

Chapter IV Common-Benefit Claims and Post-Commencement Claims

第一節　共益債権

Section 1 Common-Benefit Claims

（共益債権となる請求権）

(Claims Constituting Common-Benefit Claims)

第百二十七条　次に掲げる請求権は、共益債権とする。

Article 127 The following claims are common-benefit claims:

一　更生債権者等及び株主の共同の利益のためにする裁判上の費用の請求権

(i) a claim for expenses for court proceedings performed for the common interest of secured or unsecured reorganization creditors and shareholders;

二　更生手続開始後の更生会社の事業の経営並びに財産の管理及び処分に関する費用の請求権

(ii) a claim for expenses for the management of the reorganizing company's business and the administration and disposition of the company's assets after the commencement of reorganization;

三　更生計画の遂行に関する費用の請求権（更生手続終了後に生じたものを除く。）

(iii) a claim for expenses for the implementation of a reorganization plan (excluding one arising after the end of reorganization proceedings);

四　第八十一条第一項（第三十四条第一項、第三十八条、第八十一条第五項及び前条において準用する場合を含む。）、第百十七条第四項（同条第六項及び第七項において準用する場合を含む。）、第百二十三条第五項、第百二十四条第一項及び第百六十二条の規定により支払うべき費用、報酬及び報償金の請求権

(iv) a claim for expenses, remuneration, and compensation payable under the provisions of Article 81, paragraph (1) (including cases where applied mutatis mutandis pursuant to Article 34, paragraph (1), Article 38, Article 81, paragraph (5) and the preceding Article), Article 117, paragraph (4) (including cases where applied mutatis mutandis pursuant to paragraph (6) and paragraph (7) of the same Article), Article 123, paragraph (5), Article 124, paragraph (1), and Article 162;

五　更生会社の業務及び財産に関し管財人又は更生会社（第七十二条第四項前段の規定により更生会社の機関がその権限を回復した場合に限る。）が権限に基づいてした資金の借入れその他の行為によって生じた請求権

(v) a claim arising from the borrowing of funds or any other act conducted by a trustee or the reorganizing company (limited to cases where the organs of the reorganizing company have restored their powers pursuant to the provisions of the first sentence of Article 72, paragraph (4)) with respect to the reorganizing company's business and assets based on the trustee's or its authority;

六　事務管理又は不当利得により更生手続開始後に更生会社に対して生じた請求権

(vi) a claim arising against the reorganizing company after the commencement of reorganization from benevolent intervention in another's processes or unjust gains; and

七　更生会社のために支出すべきやむを得ない費用の請求権で、更生手続開始後に生じたもの（前各号に掲げるものを除く。）

(vii) a claim for unavoidable expenses that should be paid for the interest of the reorganizing company, which has arisen after the commencement of reorganization (excluding those stated in the preceding items).

（開始前の借入金等）

(Borrowings Prior to Reorganization)

第百二十八条　保全管理人が開始前会社の業務及び財産に関し権限に基づいてした資金の借入れその他の行為によって生じた請求権は、共益債権とする。

Article 128 (1) A claim arising from the borrowing of funds or any other act conducted by a temporary administrator with respect to the business and assets of the company awaiting reorganization based on their authority will be a common-benefit claim.

２　開始前会社（保全管理人が選任されているものを除く。以下この項及び第四項において同じ。）が、更生手続開始の申立て後更生手続開始前に、資金の借入れ、原材料の購入その他開始前会社の事業の継続に欠くことができない行為をする場合には、裁判所は、その行為によって生ずべき相手方の請求権を共益債権とする旨の許可をすることができる。

(2) If the company awaiting reorganization (excluding cases where a temporary administrator is appointed; the same applies in this paragraph and paragraph (4)), after a petition to commence reorganization is filed and before reorganization is commenced, borrows funds, purchasing raw materials or conducting any other act indispensable for the continuation of the business of the company awaiting reorganization, the court may grant permission to the effect that the other party's claim arising from the act is common-benefit claim.

３　裁判所は、監督委員に対し、前項の許可に代わる承認をする権限を付与することができる。

(3) The court may empower a supervisor to give approval in lieu of the permission referred to in the preceding paragraph.

４　開始前会社が第二項の許可又は前項の承認を得て第二項に規定する行為をしたときは、その行為によって生じた相手方の請求権は、共益債権とする。

(4) If the company awaiting reorganization has conducted any of the acts prescribed in paragraph (2) with permission referred to in paragraph (2) or approval referred to in the preceding paragraph, the other party's claim arising from the act is a common-benefit claim.

（源泉徴収所得税等）

(Withholding Income Tax and Other Taxes)

第百二十九条　更生会社に対して更生手続開始前の原因に基づいて生じた源泉徴収に係る所得税、消費税、酒税、たばこ税、揮発油税、地方道路税、石油ガス税、石油石炭税、地方消費税、申告納付の方法により徴収する道府県たばこ税（都たばこ税を含む。）及び市町村たばこ税（特別区たばこ税を含む。）並びに特別徴収義務者が徴収して納入すべき地方税の請求権で、更生手続開始当時まだ納期限の到来していないものは、共益債権とする。

Article 129 Claims for withholding income tax, consumption tax, liquor tax, tobacco tax, gasoline tax, local road tax, petroleum gas tax, petroleum and coal tax, local consumption tax, prefectural tobacco tax (including metropolitan tobacco tax) and municipal tobacco tax (including special ward tobacco tax) collected by the filing and payment of taxes, and for local tax payable through collection by a person in charge of special collection, which arise against the reorganizing company from causes occurring prior to the commencement of reorganization, will be common-benefit claims if they are not yet due at the time of commencement of reorganization.

（使用人の給料等）

(Salaries for Employees)

第百三十条　株式会社について更生手続開始の決定があった場合において、更生手続開始前六月間の当該株式会社の使用人の給料の請求権及び更生手続開始前の原因に基づいて生じた当該株式会社の使用人の身元保証金の返還請求権は、共益債権とする。

Article 130 (1) If a ruling to commence reorganization is made against a stock company, a claim for the salary of an employee of the stock company for the six months preceding the commencement of reorganization and a claim for a refund of a fidelity guarantee deposit of an employee of the stock company which arises from a cause occurring prior to the commencement of reorganization will be common-benefit claims.

２　前項に規定する場合において、更生計画認可の決定前に退職した当該株式会社の使用人の退職手当の請求権は、退職前六月間の給料の総額に相当する額又はその退職手当の額の三分の一に相当する額のいずれか多い額を共益債権とする。

(2) In the case prescribed in the preceding paragraph, a claim for severance pay of an employee of the stock company who has retired before a ruling confirming the reorganization plan is made will be a common-benefit claim for an amount equivalent to the total amount of the employee's salary for the six months preceding retirement or one-third of the amount of the severance pay, whichever is larger.

３　前項の退職手当の請求権で定期金債権であるものは、同項の規定にかかわらず、各期における定期金につき、その額の三分の一に相当する額を共益債権とする。

(3) Notwithstanding the provisions of the preceding paragraph, a claim for severance pay referred to in the same paragraph, if it is a claim for periodic payments, is a common-benefit claim for an amount equivalent to one-third of the amount of each periodic payment.

４　前二項の規定は、第百二十七条の規定により共益債権とされる退職手当の請求権については、適用しない。

(4) The provisions of the preceding two paragraphs do not apply to a claim for a severance pay which is a common-benefit claim pursuant to the provisions of Article 127.

５　第一項に規定する場合において、更生手続開始前の原因に基づいて生じた当該株式会社の使用人の預り金の返還請求権は、更生手続開始前六月間の給料の総額に相当する額又はその預り金の額の三分の一に相当する額のいずれか多い額を共益債権とする。

(5) In the case prescribed in paragraph (1), a claim for refund of any deposit of an employee of a stock company which arises from a cause occurring prior to the commencement of reorganization is a common-benefit claim for an amount equivalent to the total amount of the employee's salaries for the six months preceding the commencement of reorganization or one-third of the amount of the deposit, whichever is larger.

（社債管理者等の費用及び報酬）

(Expenses and Remuneration for Bond Administrators)

第百三十一条　第四十三条第一項第五号に規定する社債管理者等が更生債権等である社債の管理に関する事務を行おうとする場合には、裁判所は、更生手続の目的を達成するために必要があると認めるときは、当該社債管理者等の更生会社に対する当該事務の処理に要する費用の請求権を共益債権とする旨の許可をすることができる。

Article 131 (1) If a bond administrator or trustee company prescribed in Article 43, paragraph (1), item (v) intends to administer the processes concerning the administration of corporate bonds that are secured or unsecured reorganization claims, if finding it necessary in order to achieve the purpose of reorganization proceedings, the court may grant permission to the effect that the claim of the bond administrator or trustee company for expenses to be incurred for the administration of the processes against the reorganizing company is a common-benefit claim.

２　前項の社債管理者等が同項の許可を得ないで更生債権等である社債の管理に関する事務を行った場合であっても、裁判所は、当該社債管理者等が更生会社の事業の更生に貢献したと認められるときは、当該事務の処理に要した費用の償還請求権のうちその貢献の程度を考慮して相当と認める額を共益債権とする旨の許可をすることができる。

(2) Even when a bond administrator or trustee company referred to in the preceding paragraph has administered the processes concerning the administration of corporate bonds that are secured or unsecured reorganization claims without the permission referred to in the same paragraph, if it is found that the bond administrator or trustee company has contributed to ensuring the reorganization of the reorganizing company's business, the court may grant permission to the effect that a claim for reimbursement of the expenses incurred for the administration of the processes will be a common-benefit claim for an amount that the court finds reasonable by taking into consideration the degree of their contribution.

３　裁判所は、更生手続開始後の原因に基づいて生じた第一項の社債管理者等の報酬の請求権のうち相当と認める額を共益債権とする旨の許可をすることができる。

(3) The court may grant permission to the effect that a claim of a bond administrator or trustee company referred to in paragraph (1) for remuneration arising from an occurrence after the commencement of reorganization will be a common-benefit claim for an amount that the court finds reasonable.

４　前三項の規定による許可を得た請求権は、共益債権とする。

(4) A claim for which permission is obtained under the provisions of the preceding three paragraphs will be a common-benefit claim.

５　第一項から第三項までの規定による許可の決定に対しては、即時抗告をすることができる。

(5) An immediate appeal may be filed against a ruling giving permission under the provisions of paragraph (1) through paragraph (3).

（共益債権の取扱い）

(Handling of Common-Benefit Claims)

第百三十二条　共益債権は、更生計画の定めるところによらないで、随時弁済する。

Article 132 (1) Common-benefit claims may be paid at any time even if it is not prescribed in a reorganization plan.

２　共益債権は、更生債権等に先立って、弁済する。

(2) Common-benefit claims will be paid in preference to secured or unsecured reorganization claims

３　共益債権に基づき更生会社の財産に対し強制執行又は仮差押えがされている場合において、その強制執行又は仮差押えが更生会社の事業の更生に著しい支障を及ぼし、かつ、更生会社が他に換価の容易な財産を十分に有するときは、裁判所は、更生手続開始後において、管財人（第七十二条第四項前段の規定により更生会社の機関がその権限を回復したときは、更生会社。次条第三項において同じ。）の申立てにより又は職権で、担保を立てさせて、又は立てさせないで、その強制執行又は仮差押えの手続の中止又は取消しを命ずることができる。共益債権である共助対象外国租税の請求権に基づき更生会社の財産に対し国税滞納処分の例によってする処分がされている場合におけるその処分の中止又は取消しについても、同様とする。

(3) If enforcement or provisional seizure is enforced against the reorganizing company's assets based on a common-benefit claim, if the enforcement or provisional seizure would cause significant hindrance to the reorganization of the reorganizing company's business and the reorganizing company additionally has adequate assets that are easy to realize, after the commencement of reorganization, upon the petition of a trustee (or the reorganizing company if the organs of the reorganizing company have restored their powers pursuant to the provisions of the first sentence of Article 72, paragraph (4); the same applies in paragraph (3) of the following Article) or by its own authority, the court may order the stay or cancellation of the procedure for enforcement or provisional seizure, while requiring or not requiring the provision of security. The same applies to the stay or voidance of a disposition made by the same procedure as that for making a disposition to collect national tax arrears, based on a claim for a foreign tax subject to mutual assistance that is a common-benefit claim against the reorganizing company's assets.

４　裁判所は、前項の規定による中止の命令を変更し、又は取り消すことができる。

(4) The court may change or set aside a ruling to stay issued under the provisions of the preceding paragraph.

５　第三項の規定による中止又は取消しの命令及び前項の規定による決定に対しては、即時抗告をすることができる。

(5) An immediate appeal may be filed against a ruling to stay or order to set aside issued under the provisions of paragraph (3) and a ruling made under the provisions of the preceding paragraph.

６　前項の即時抗告は、執行停止の効力を有しない。

(6) The immediate appeal referred to in the preceding paragraph does not have the effect of a stay of enforcement.

（更生会社財産不足の場合の弁済方法等）

(Method of Payment from Insufficient Reorganizing Company Assets)

第百三十三条　更生会社財産が共益債権の総額を弁済するのに足りないことが明らかになった場合における共益債権の弁済は、法令に定める優先権にかかわらず、債権額の割合による。ただし、共益債権について存する留置権、特別の先取特権、質権及び抵当権の効力を妨げない。

Article 133 (1) When it has become obvious that the reorganizing company assets are insufficient for payment of the total amount of common-benefit claims, common-benefit claims will be paid from the reorganizing company assets, notwithstanding any priorities specified in laws and regulations, in proportion to the amount of each claim; provided, however, that this does not preclude the effect of any right of retention, special statutory lien, pledge and mortgage that exists for common-benefit claims.

２　前項本文に規定する場合には、前条第一項の規定は、適用しない。

(2) In the case prescribed in the main clause of the preceding paragraph, the provisions of paragraph (1) of the preceding Article do not apply.

３　第一項本文に規定する場合には、裁判所は、管財人の申立てにより又は職権で、共益債権に基づき更生会社の財産に対してされている強制執行又は仮差押えの手続の取消しを命ずることができる。共益債権である共助対象外国租税の請求権に基づき更生会社の財産に対してされている国税滞納処分の例によってする処分の取消しについても、同様とする。

(3) In the case prescribed in the main clause of paragraph (1), upon the petition of a trustee or by its own authority, may order the cancellation of the procedure for enforcement or provisional seizure that has already been initiated against the reorganizing company's assets based on a common-benefit claim. The same applies to the voidance of a disposition made by the same procedure as that for making a disposition to collect national tax arrears, based on a claim for a foreign tax subject to mutual assistance that is a common-benefit claim against the reorganizing company's assets.

４　前項の規定による取消しの命令に対しては、即時抗告をすることができる。

(4) An immediate appeal may be filed against a cancellation order issued under the provisions of the preceding paragraph.

５　前項の即時抗告は、執行停止の効力を有しない。

(5) The immediate appeal referred to in the preceding paragraph does not have the effect of a stay of enforcement.

第二節　開始後債権

Section 2 Post-Commencement Claims

第百三十四条　更生手続開始後の原因に基づいて生じた財産上の請求権（共益債権又は更生債権等であるものを除く。）は、開始後債権とする。

Article 134 (1) A claim on assets arising from causes occurring after the commencement of reorganization a (excluding one that is a common-benefit claim or secured or unsecured reorganization claim) is a post-commencement claim.

２　開始後債権については、更生手続が開始された時から更生計画で定められた弁済期間が満了する時（更生計画認可の決定前に更生手続が終了した場合にあっては更生手続が終了した時、その期間の満了前に更生計画に基づく弁済が完了した場合にあっては弁済が完了した時）までの間は、弁済をし、弁済を受け、その他これを消滅させる行為（免除を除く。）をすることができない。

(2) With regard to a post-commencement claim, during the period after reorganization commences until the payment period specified in a reorganization plan expires (or until reorganization is closed if the end of reorganization a occurs before a ruling confirming the reorganization plan, or until payment based on the reorganization plan is completed if this occurs prior to the expiration of the period), it is not permissible to make or receive a payment or carry out other act that causes the claim to be extinguished (excluding a release).

３　開始後債権に基づく更生会社の財産に対する強制執行、仮差押え、仮処分、担保権の実行及び企業担保権の実行並びに開始後債権に基づく財産開示手続の申立ては、前項に規定する期間は、することができない。開始後債権である共助対象外国租税の請求権に基づく更生会社の財産に対する国税滞納処分の例によってする処分についても、同様とする。

(3) During the period prescribed in the preceding paragraph, it is not permissible to carry enforcement, provisional seizure or provisional disposition, exercise any security right or exercise any security right on whole company assets against the reorganizing company's assets, or file a petition for an assets disclosure procedure based on a post-commencement claim. The same applies to a disposition to be made by the same procedure as that for making a disposition to collect national tax arrears, based on a claim for a foreign tax subject to mutual assistance that is a post-commencement claim against the reorganizing company's assets.

第五章　更生債権者及び更生担保権者

Chapter V Reorganization Creditors and Secured Reorganization Creditors

第一節　更生債権者及び更生担保権者の手続参加

Section 1 Participation of Reorganization Creditors and Secured Reorganization Creditors in the Reorganization Process

（更生債権者等の手続参加）

(Participation of Secured or Unsecured Reorganization Creditors in the Process)

第百三十五条　更生債権者等は、その有する更生債権等をもって更生手続に参加することができる。

Article 135 (1) A secured or unsecured reorganization creditor may participate in reorganization on the basis of a secured or unsecured reorganization claim that the creditor holds.

２　破産法第百四条及び第百五条の規定は、更生手続が開始された場合における更生債権者等の権利の行使について準用する。この場合において、同法第百四条及び第百五条中「破産手続開始」とあるのは「更生手続開始」と、同法第百四条第一項、第三項及び第四項並びに第百五条中「破産手続に」とあるのは「更生手続に」と、同法第百四条第三項から第五項までの規定中「破産者」とあるのは「更生会社」と、同条第四項中「破産債権者」とあるのは「更生債権者又は更生担保権者」と読み替えるものとする。

(2) The provisions of Article 104 and Article 105 of the Bankruptcy Act applies mutatis mutandis to the exercise of rights by a secured or unsecured reorganization creditor when reorganization has commenced. In this case, in the provisions of Article 104 and Article 105 of the same Act, the phrase "commencement of a bankruptcy proceeding" is deemed to be replaced with "commencement of reorganization"; in Article 104, paragraph (1), paragraph (3), and paragraph (4), and Article 105 of the same Act, the term "bankruptcy proceeding" is deemed to be replaced with " reorganization"; the term "bankrupt" in the provisions of Article 104, paragraph (3) through paragraph (5) of the same Act is deemed to be replaced with "reorganizing company"; and in Article 104, paragraph (4) of the same Act, the term "bankruptcy creditor" is deemed to be replaced with "reorganization creditor or secured reorganization creditor".

３　第一項の規定にかかわらず、共助対象外国租税の請求権をもって更生手続に参加するには、共助実施決定（租税条約等実施特例法第十一条第一項に規定する共助実施決定をいう。第百六十四条第二項において同じ。）を得なければならない。

(3) Notwithstanding the provisions of paragraph (1), in order to participate in reorganization due to a claim for a foreign tax subject to mutual assistance, a decision of implementation of mutual assistance (meaning a decision of implementation of mutual assistance prescribed in Article 11, paragraph (1) of the Act on Special Measures for the Implementation of Tax Treaties; the same applies in Article 164, paragraph (2)) will be required.

（更生債権者等の議決権）

(Voting Rights of Secured or Unsecured Reorganization Creditors)

第百三十六条　更生債権者等は、その有する更生債権等につき、次の各号に掲げる債権の区分に従い、それぞれ当該各号に定める金額に応じて、議決権を有する。

Article 136 (1) A secured or unsecured reorganization creditor has a voting right for their secured or unsecured reorganization claim according to the amount specified in each of the following items for the categories stated in the respective items:

一　更生手続開始後に期限が到来すべき確定期限付債権で無利息のもの　更生手続開始の時から期限に至るまでの期間の年数（その期間に一年に満たない端数があるときは、これを切り捨てるものとする。）に応じた債権に対する法定利息を債権額から控除した額

(i) a claim with a fixed due date that is to become due after the commencement of the reorganization and bears no interest: the amount obtained by deducting, from the amount of the claim, the amount of statutory interest for the claim to be accrued according to the number of years during the period from the time of commencement of the reorganization until the due date (only full years are to be counted in the calculation of the period);

二　金額及び存続期間が確定している定期金債権　各定期金につき前号の規定に準じて算定される額の合計額（その額が法定利率によりその定期金に相当する利息を生ずべき元本額を超えるときは、その元本額）

(ii) a claim for periodic payments the amount and duration of which are fixed: the total of the amounts calculated with regard to the respective periodic payments in the same manner as the provisions of the preceding item (when the total exceeds the amount of principal which would accrue interest equivalent to the periodic payments when calculating at a statutory interest rate, the amount of principal); and

三　次に掲げる債権　更生手続開始の時における評価額

(iii) the following claims: the amount of the claim estimated as of the time of commencement of the reorganization:

イ　更生手続開始後に期限が到来すべき不確定期限付債権で無利息のもの

(a) a claim with an uncertain due date that is to become due after the commencement of the reorganization and bears no interest;

ロ　金額又は存続期間が不確定である定期金債権

(b) a claim for periodic payments the amount and duration of which are not fixed;

ハ　金銭の支払を目的としない債権

(c) a claim not intended for payment of money;

ニ　金銭債権で、その額が不確定であるもの又はその額を外国の通貨をもって定めたもの

(d) a monetary claim the amount of which is not fixed or the amount of which is fixed in a foreign currency;

ホ　条件付債権

(e) a claim with condition; and

ヘ　更生会社に対して行うことがある将来の請求権

(f) a claim which may arise in the future and be exercised against the reorganizing company;

四　前三号に掲げる債権以外の債権　債権額

(iv) a claim other than those stated in the preceding three items: the amount of the claim.

２　前項の規定にかかわらず、更生債権者等は、更生債権等のうち次に掲げるものについては、議決権を有しない。

(2) Notwithstanding the provisions of the preceding paragraph, a secured or unsecured reorganization creditor does not have any voting right for a claim which falls under any of the following:

一　更生手続開始後の利息の請求権

(i) a claim for interest arising after the commencement of the reorganization;

二　更生手続開始後の不履行による損害賠償及び違約金の請求権

(ii) a claim for damages or a penalty for a default arising after the commencement of the reorganization;

三　更生手続参加の費用の請求権

(iii) a claim for expenses for participation in the reorganization;

四　租税等の請求権

(iv) right to impose taxes or other charges; or

五　第百四十二条第二号に規定する更生手続開始前の罰金等の請求権

(v) a claim for a fine or court costs arising prior to the commencement of the reorganization prescribed in Article 142, item (ii).

３　第一項の規定にかかわらず、更生会社が更生手続開始の時においてその財産をもって約定劣後更生債権に優先する債権に係る債務を完済することができない状態にあるときは、当該約定劣後更生債権を有する者は、議決権を有しない。

(3) Notwithstanding the provisions of paragraph (1), where the reorganizing company, at the time of commencement of the reorganization, is unable to pay its debts in full with its assets with regard to claims that take preference over consensually-subordinated reorganization claims, the holders of the consensually-subordinated reorganization claims do not have any voting right.

（更生債権者等が外国で受けた弁済）

(Payment Received by Secured or Unsecured Reorganization Creditors in Foreign States)

第百三十七条　更生債権者等は、更生手続開始の決定があった後に、更生会社の財産で外国にあるものに対して権利を行使したことにより、更生債権等について弁済を受けた場合であっても、その弁済を受ける前の更生債権等の全部をもって更生手続に参加することができる。

Article 137 (1) A secured or unsecured reorganization creditor, even when they, by exercising their right against the reorganization company's assets that exists in a foreign state, has received payment of their secured or unsecured reorganization claim after a ruling to commence reorganization is made, may participate in the reorganization with regard to the amount of all secured or unsecured reorganization claims that they hold as of the time before receiving the payment.

２　前項の更生債権者等は、他の同順位の更生債権者等が自己の受けた弁済と同一の割合の弁済を受けるまでは、更生計画の定めるところによる弁済を受けることができない。

(2) The secured or unsecured reorganization creditor referred to in the preceding paragraph may not receive payment as prescribed in a reorganization plan until any other secured or unsecured reorganization creditor with the same priority as theirs receives payment at the same proportion as they have received payment.

３　第一項の更生債権者等は、外国において弁済を受けた更生債権等の部分については、議決権を行使することができない。

(3) The secured or unsecured reorganization creditor referred to in paragraph (1) may not exercise their voting right with regard to the part of the secured or unsecured reorganization claims for which they have received payment in the foreign state.

第二節　更生債権及び更生担保権の届出

Section 2 Reporting Reorganization Claims and Secured Reorganization Claims

（更生債権等の届出）

(Reporting Reorganization Claims)

第百三十八条　更生手続に参加しようとする更生債権者は、債権届出期間（第四十二条第一項の規定により定められた更生債権等の届出をすべき期間をいう。）内に、次に掲げる事項を裁判所に届け出なければならない。

Article 138 (1) A reorganization creditor that intends to participate in reorganization must file a proof of the following particulars to the court within a period for filing a proof of claims (meaning a period during which a proof of secured or unsecured reorganization claims should be filed as specified pursuant to the provisions of Article 42, paragraph (1)):

一　各更生債権の内容及び原因

(i) the content and cause of each reorganization claim;

二　一般の優先権がある債権又は約定劣後更生債権であるときは、その旨

(ii) if the claim in question is a claim with general priority or a consensually-subordinated reorganization claim, a statement to that effect;

三　各更生債権についての議決権の額

(iii) the amount of the voting right for each reorganization claim; and

四　前三号に掲げるもののほか、最高裁判所規則で定める事項

(iv) particulars other than those stated in the preceding three items specified by the Rules of the Supreme Court.

２　更生手続に参加しようとする更生担保権者は、前項に規定する債権届出期間内に、次に掲げる事項を裁判所に届け出なければならない。

(2) A secured reorganization creditor that intends to participate in reorganization must file a proof of the following particulars to the court within a period for filing a proof of claims:

一　各更生担保権の内容及び原因

(i) the content and cause of each secured reorganization claim;

二　担保権の目的である財産及びその価額

(ii) the assets that are the subject matter of the security right and their value;

三　各更生担保権についての議決権の額

(iii) the amount of the voting right for each secured reorganization claim; and

四　前三号に掲げるもののほか、最高裁判所規則で定める事項

(iv) any other particulars specified by the Rules of the Supreme Court.

（債権届出期間経過後の届出等）

(Filing of a Proof after Expiration of the Period for Filing a Proof of Claims)

第百三十九条　更生債権者等がその責めに帰することができない事由によって前条第一項に規定する債権届出期間内に更生債権等の届出をすることができなかった場合には、その事由が消滅した後一月以内に限り、その届出をすることができる。

Article 139 (1) If a secured or unsecured reorganization creditor was unable to file a proof of their secured or unsecured reorganization claim within the period for filing a proof of claims prescribed in paragraph (1) of the preceding Article due to grounds not attributable to them, the creditor, etc. may file a proof only within one month after the grounds cease to exist.

２　前項に規定する一月の期間は、伸長し、又は短縮することができない。

(2) The one-month period prescribed in the preceding paragraph may not be extended or shortened.

３　前条第一項に規定する債権届出期間の経過後に生じた更生債権等については、その権利の発生した後一月の不変期間内に、その届出をしなければならない。

(3) With regard to a secured or unsecured reorganization claim arising after the expiration of the period for filing a proof of claims prescribed in paragraph (1) of the preceding Article, a proof must be filed within an inalterable period of one month after the claim arose.

４　第一項及び第三項の届出は、更生計画案を決議に付する旨の決定がされた後は、することができない。

(4) The filing of a proof referred to in paragraph (1) and paragraph (3) may not be made after a ruling to refer a proposed reorganization plan to a resolution is made.

５　第一項、第二項及び前項の規定は、更生債権者等が、その責めに帰することができない事由によって、届け出た事項について他の更生債権者等の利益を害すべき変更を加える場合について準用する。

(5) The provisions of paragraph (1), paragraph (2), and the preceding paragraph apply mutatis mutandis when a secured or unsecured reorganization creditor makes a change to any filed matter, which is prejudicial to the interest of other secured or unsecured reorganization creditors, due to grounds not attributable thereto.

（退職手当の請求権の届出の特例）

(Special Provisions for Reporting Claims for Severance Pay)

第百四十条　更生会社の使用人の退職手当の請求権についての更生債権等の届出は、退職した後にするものとする。

Article 140 (1) A proof of a secured or unsecured reorganization claim with regard to a claim for a severance pay of an employee of the reorganizing company will be filed after the employee's retirement.

２　更生会社の使用人が第百三十八条第一項に規定する債権届出期間の経過後更生計画認可の決定以前に退職したときは、退職後一月の不変期間内に限り、退職手当の請求権についての更生債権等の届出をすることができる。

(2) When an employee of the reorganizing company has retired after the period for reporting claims prescribed in Article 138, paragraph (1) expired and before a ruling confirming the reorganization plan is made, the employee may file a proof of a secured or unsecured reorganization claim with regard to their claim for severance pay only within an inalterable period of one month after their retirement.

３　前二項の規定は、更生会社の取締役、会計参与、監査役、代表取締役、執行役、代表執行役、清算人又は代表清算人の退職手当の請求権について準用する。

(3) The provisions of the preceding two paragraphs apply mutatis mutandis to a claim for a severance pay of a director, accounting advisor, auditor, representative director, executive officer, representative executive officer, liquidator, or representative liquidator of the reorganizing company.

（届出名義の変更）

(Change of the Name of Holders of Filed Claims)

第百四十一条　届出をした更生債権等を取得した者は、第百三十八条第一項に規定する債権届出期間が経過した後でも、届出名義の変更を受けることができる。

Article 141 A person that has acquired a filed secured or unsecured reorganization claim may receive a change of the name of the holder of the filed claim even after the expiration of the period for filing a proof of claims prescribed in Article 138, paragraph (1).

（租税等の請求権等の届出）

(Reporting Claims for Rights to Impose Taxes or Other Charges)

第百四十二条　次に掲げる請求権を有する者は、遅滞なく、当該請求権の額、原因及び担保権の内容並びに当該請求権が共助対象外国租税の請求権である場合にはその旨を裁判所に届け出なければならない。

Article 142 A person that has any of the following claims must without delay file with the court a proof of the amount and cause of the claim and the content of the security right, and if the claim in question is a claim for a foreign tax subject to mutual assistance, a statement to that effect:

一　租税等の請求権

(i) right to impose taxes or other charges; or

二　更生手続開始前の罰金等の請求権（更生手続開始前の罰金、科料、刑事訴訟費用、追徴金又は過料の請求権であって、共益債権に該当しないものをいう。）

(ii) a claim for a fine or court costs arising prior to the commencement of reorganization (meaning a claim for a fine, petty fine, court costs for a criminal case, collection of equivalent value or a civil fine which has arisen prior to the commencement of reorganization; excluding a claim that is a common-benefit claim).

第百四十三条　削除

Article 143 Deleted

第三節　更生債権及び更生担保権の調査及び確定

Section 3 Investigation and Finalization of Reorganization Claims and Secured Reorganization Claims

第一款　更生債権及び更生担保権の調査

Subsection 1 Investigation of Reorganization Claims and Secured Reorganization Claims

（更生債権者表及び更生担保権者表の作成等）

(Preparation of Schedule of Reorganization Creditors and Schedule of Secured Reorganization Creditors)

第百四十四条　裁判所書記官は、届出があった更生債権等について、更生債権者表及び更生担保権者表を作成しなければならない。

Article 144 (1) A court clerk must prepare a schedule of reorganization creditors and schedule of secured reorganization creditors with regard to filed secured or unsecured reorganization claims.

２　前項の更生債権者表には、各更生債権について、第百三十八条第一項第一号から第三号までに掲げる事項その他最高裁判所規則で定める事項を記載しなければならない。

(2) In the schedule of reorganization creditors referred to in the preceding paragraph, for each reorganization claim, the particulars stated in Article 138, paragraph (1), item (i) through item (iii) and any other particulars specified by the Rules of the Supreme Court must be entered.

３　第一項の更生担保権者表には、各更生担保権について、第百三十八条第二項第一号から第三号までに掲げる事項その他最高裁判所規則で定める事項を記載しなければならない。

(3) In the schedule of secured reorganization creditors referred to in paragraph (1), for each secured reorganization claim, the particulars stated in Article 138, paragraph (2), item (i) through item (iii) and any other particulars specified by the Rules of the Supreme Court must be entered.

４　更生債権者表又は更生担保権者表の記載に誤りがあるときは、裁判所書記官は、申立てにより又は職権で、いつでもその記載を更正する処分をすることができる。

(4) If there are any errors in the entries in the schedule of reorganization creditors or schedule of secured reorganization creditors, a court clerk, upon petition or by their own authority, may make a disposition to correct the entries at any time.

（更生債権等の調査）

(Investigation of Reorganization Claims)

第百四十五条　裁判所による更生債権等の調査は、前条第二項及び第三項に規定する事項について、管財人が作成した認否書並びに更生債権者等、株主及び更生会社の書面による異議に基づいてする。

Article 145 An investigation of secured or unsecured reorganization claims by the court will be conducted, with regard to the particulars prescribed in paragraph (2) and paragraph (3) of the preceding Article, based on a statement of approval or disapproval prepared by a trustee, as well as written objections made by secured or unsecured reorganization creditors, shareholders, and the reorganizing company.

（認否書の作成及び提出）

(Preparation and Submission of Statements of Approval or Disapproval)

第百四十六条　管財人は、第百三十八条第一項に規定する債権届出期間内に届出があった更生債権等について、次の各号に掲げる区分に応じ、当該各号に定める事項についての認否を記載した認否書を作成しなければならない。

Article 146 (1) A trustee must prepare a statement of approval or disapproval to state, with regard to each secured or unsecured reorganization claim filed during the period for filing a proof of claims prescribed in Article 138, paragraph (1), their approval or disapproval of the particulars specified in the following items for the categories stated in the respective items:

一　更生債権　内容、一般の優先権がある債権又は約定劣後更生債権であること及び議決権の額

(i) a reorganization claim: their content, a general priority claim or consensually-subordinated reorganization claim, and the amount of voting rights; or

二　更生担保権　内容、担保権の目的である財産の価額及び議決権の額

(ii) a secured reorganization claim: their content, the value of the assets that is the subject matter of the security right, and the amount of voting rights.

２　管財人は、第百三十九条第一項若しくは第三項の規定によりその届出があり、又は同条第五項の規定により届出事項の変更があった更生債権等についても、次の各号に掲げる区分に応じ、当該各号に定める事項についての認否を前項の認否書に記載することができる。

(2) With regard to a secured or unsecured reorganization claim which is filed pursuant to the provisions of Article 139, paragraph (1) or paragraph (3) or for which a change is made to any filed matter pursuant to the provisions of paragraph (5) of the same Article, a trustee may also state the trustee's approval or disapproval of the particulars specified in the following items for the categories stated in the respective items, in the statement of approval or disapproval referred to in the preceding paragraph:

一　更生債権　前項第一号に定める事項（届出事項の変更があった場合には、変更後の同号に定める事項）

(i) a reorganization claim: the particulars specified in item (i) of the preceding paragraph (if there is a change to any filed particular, the particular specified in the same item as changed); or

二　更生担保権　前項第二号に定める事項（届出事項の変更があった場合には、変更後の同号に定める事項）

(ii) a secured reorganization claim: the particulars specified in item (ii) of the preceding paragraph (if there is a change to any filed particular, the particular specified in the item as changed).

３　管財人は、一般調査期間（第四十二条第一項に規定する更生債権等の調査をするための期間をいう。）前の裁判所の定める期限までに、前二項の規定により作成した認否書を裁判所に提出しなければならない。

(3) A trustee must submit a statement of approval or disapproval prepared pursuant to the provisions of the preceding two paragraphs by the time limit set by the court prior to the ordinary period for investigation (meaning the period for conducting an investigation of secured or unsecured reorganization claims prescribed in Article 42, paragraph (1).

４　第一項の規定により同項の認否書に認否を記載すべき事項であって前項の規定により提出された認否書に認否の記載がないものがあるときは、管財人において当該事項を認めたものとみなす。

(4) If no statement is given with regard to any matter for which approval or disapproval should be stated in a statement of approval or disapproval referred to in paragraph (1) pursuant to the provisions of the same paragraph, it will be deemed that the trustee approves of the matter.

５　第二項の規定により同項各号に定める事項についての認否を認否書に記載することができる更生債権等について、第三項の規定により提出された認否書に当該事項の一部についての認否の記載があるときは、管財人において当該事項のうち当該認否書に認否の記載のないものを認めたものとみなす。

(5) With regard to a secured or unsecured reorganization claim for which approval or disapproval of the particulars specified in the items of paragraph (2) may be stated in a statement of approval or disapproval pursuant to the provisions of the same paragraph, if the statement submitted pursuant to the provisions of paragraph (3) states approval or disapproval of part of the particulars, it will be deemed that the trustee approves of the particulars for which neither approval nor disapproval has been stated in the statement.

（一般調査期間における調査）

(Investigation during the Ordinary Period for Investigation)

第百四十七条　届出をした更生債権者等及び株主は、前条第三項に規定する一般調査期間内に、裁判所に対し、同条第一項又は第二項に規定する更生債権等についての同条第一項各号又は第二項各号に掲げる区分に応じ当該各号に定める事項について、書面で異議を述べることができる。

Article 147 (1) Secured or unsecured reorganization creditors who filed claims and shareholders may make an objection in writing to the court, within the ordinary period for investigation prescribed in paragraph (3) of the preceding Article, with regard to the particulars specified in the items of paragraph (1) or the items of paragraph (2) of the same Article for the categories stated in the respective items concerning a secured or unsecured reorganization claim prescribed in paragraph (1) or paragraph (2) of the Article.

２　更生会社は、前項の一般調査期間内に、裁判所に対し、同項に規定する更生債権等の内容について、書面で異議を述べることができる。

(2) The reorganizing company may make an objection in writing to the court, within the ordinary period for investigation referred to in the preceding paragraph, with regard to the content of the secured or unsecured reorganization claim prescribed in the same paragraph.

３　第一項の一般調査期間を変更する決定をしたときは、その裁判書は、管財人、更生会社、届出をした更生債権者等及び株主（第百三十八条第一項に規定する債権届出期間の経過前にあっては、管財人、更生会社並びに知れている更生債権者等及び株主）に送達しなければならない。

(3) When a ruling is made to change the ordinary period for investigation prescribed in paragraph (1), the written judgment must be served upon a trustee, the reorganizing company, secured or unsecured reorganization creditors who filed claims and shareholders (prior to the expiration of the period for filing a proof of claims prescribed in Article 138, paragraph (1), a trustee, the reorganizing company, and known secured or unsecured reorganization creditors and shareholders).

４　前項の規定による送達は、書類を通常の取扱いによる郵便に付し、又は民間事業者による信書の送達に関する法律第二条第六項に規定する一般信書便事業者若しくは同条第九項に規定する特定信書便事業者の提供する同条第二項に規定する信書便の役務を利用して送付する方法によりすることができる。

(4) The service of a written judgment under the provisions of the preceding paragraph may be made by sending the necessary documents by mail or by using the correspondence delivery services prescribed in Article 2, paragraph (2) of the Act on Correspondence Delivery by Private Business Operators that are provided by a general correspondence delivery operator prescribed in paragraph (6) of the same Article or specified correspondence delivery operator prescribed in paragraph (9) of the same Article.

５　前項の規定による送達をした場合においては、その郵便物等が通常到達すべきであった時に、送達があったものとみなす。

(5) When service of a written judgment has been made under the provisions of the preceding paragraph, the service is deemed to have been made at the time when the postal item sent thereby should have normally reached the addressee.

（特別調査期間における調査）

(Investigation during Special Periods for Investigation)

第百四十八条　裁判所は、第百三十九条第一項若しくは第三項の規定によりその届出があり、又は同条第五項の規定により届出事項の変更があった更生債権等について、その調査をするための期間（以下この条において「特別調査期間」という。）を定めなければならない。ただし、当該更生債権等について、管財人が、第百四十六条第三項の規定により提出された認否書に、同条第二項の規定により同項各号に掲げる区分に応じ当該各号に定める事項のいずれかについての認否を記載している場合は、この限りでない。

Article 148 (1) With regard to a secured or unsecured reorganization claim which is filed pursuant to the provisions of Article 139, paragraph (1) or paragraph (3) or for which a change is made to any filed matter under the provisions of paragraph (5) of the same Article, the court must specify a period for conducting an investigation of the claim (referred to as a "special period for investigation" in this Article); provided, however, that, with regard to the secured or unsecured reorganization claim, this does not apply when a trustee states, in a statement of approval or disapproval submitted pursuant to the provisions of Article 146, paragraph (3), their approval or disapproval of any of the particulars specified in the items of paragraph (2) of the same Article for the categories specified in the respective items pursuant to the provisions of the same paragraph.

２　前項本文の場合には、特別調査期間に関する費用は、当該更生債権等を有する者の負担とする。

(2) In the case referred to in the main clause of the preceding paragraph, the expenses for the special period for investigation will be borne by the person that has the secured or unsecured reorganization claim investigated.

３　管財人は、特別調査期間に係る更生債権等については、第百四十六条第二項各号に掲げる区分に応じ、当該各号に定める事項についての認否を記載した認否書を作成し、特別調査期間前の裁判所の定める期限までに、これを裁判所に提出しなければならない。この場合には、同条第四項の規定を準用する。

(3) With regard to a secured or unsecured reorganization claim to be investigated during the special period for investigation, a trustee must prepare a statement of approval or disapproval of the particulars specified in the items of Article 146, paragraph (2) for the categories stated in the respective items, and submit it to the court by the time limit set by the court prior to the special period for investigation. In this case, the provisions of paragraph (4) of the same Article apply mutatis mutandis.

４　届出をした更生債権者等及び株主にあっては前項の更生債権等についての第百四十六条第二項各号に掲げる区分に応じ当該各号に定める事項につき、更生会社にあっては当該更生債権等の内容につき、特別調査期間内に、裁判所に対し、それぞれ書面で異議を述べることができる。

(4) Secured or unsecured reorganization creditors who filed claims and a shareholder, as well as the reorganizing company may make an objection in writing to the court within the special period for investigation, with regard to the particulars concerning the secured or unsecured reorganization claim specified in the items of Article 146, paragraph (2) for the categories stated in the respective items, or the content of the secured or unsecured reorganization claim, respectively.

５　前条第三項から第五項までの規定は、特別調査期間を定める決定又はこれを変更する決定をした場合における裁判書の送達について準用する。

(5) The provisions of paragraph (3) through paragraph (5) of the preceding Article apply mutatis mutandis to the service of a written judgment when a ruling to specify or change the special period for investigation is made.

（特別調査期間に関する費用の予納）

(Prepayment of Expenses for the Special Period for Investigation)

第百四十八条の二　前条第一項本文の場合には、裁判所書記官は、相当の期間を定め、同条第二項の更生債権等を有する者に対し、同項の費用の予納を命じなければならない。

Article 148-2 (1) In the case referred to in the main clause of paragraph (1) of the preceding Article, a court clerk must specify a reasonable period and order the person that has the secured or unsecured reorganization claim referred to in paragraph (2) of the same Article to prepay the expenses referred to in the same paragraph.

２　前項の規定による処分は、相当と認める方法で告知することによって、その効力を生ずる。

(2) The disposition made under the provisions of the preceding paragraph will become effective when a notice of the disposition is given by means that are considered to be appropriate.

３　第一項の規定による処分に対しては、その告知を受けた日から一週間の不変期間内に、異議の申立てをすることができる。

(3) An objection may be filed against a disposition made under the provisions of paragraph (1) within an inalterable period of one week from the day on which a notice of the disposition is received.

４　前項の異議の申立ては、執行停止の効力を有する。

(4) The objection referred to in the preceding paragraph has the effect of stay of enforcement.

５　第一項の場合において、同項の更生債権等を有する者が同項の費用の予納をしないときは、裁判所は、決定で、その者がした更生債権等の届出又は届出事項の変更に係る届出を却下しなければならない。

(5) In the case referred to in paragraph (1), if the person that has the secured or unsecured reorganization claim referred to in the same paragraph does not prepay the expenses referred to in the same paragraph, by a ruling, the court must deny the person's filing of a proof of the secured or unsecured reorganization claim or filing of the change of any filed matter.

６　前項の規定による却下の決定に対しては、即時抗告をすることができる。

(6) An immediate appeal may be filed against a ruling to deny made under the provisions of the preceding paragraph.

（債権届出期間経過後の退職による退職手当の請求権の調査の特例）

(Special Provisions for Investigation of Claims for Severance Pay Arising from Retirement After Expiration of the Period for Filing a Proof of Claims)

第百四十九条　第百四十条第二項（同条第三項において準用する場合を含む。）の規定による届出があった更生債権等の調査については、第百四十五条から前条までの規定は、適用しない。当該更生債権等について、第百三十九条第五項の規定による届出事項の変更があった場合についても、同様とする。

Article 149 (1) The provisions of Article 145 through the preceding Article do not apply to the investigation of a secured or unsecured reorganization claim filed under the provisions of Article 140, paragraph (2) (including cases where applied mutatis mutandis pursuant to paragraph (3) of the same Article). The same applies when a change is made to any filed matter of the secured or unsecured reorganization claim under the provisions of Article 139, paragraph (5).

２　前項の届出又は届出事項の変更があった場合には、裁判所は、同項の更生債権等の調査を行うため、直ちに、その旨を、管財人及び更生会社に通知しなければならない。

(2) If a proof of a claim or change of any filed matter is filed as referred to in the preceding paragraph, the court must immediately give a notice of the filing to a trustee and the reorganizing company in order to conduct an investigation of the secured or unsecured reorganization claim referred to in the same paragraph.

３　管財人は、前項の規定による通知があった日から三日以内に、裁判所に対し、書面で、第一項の更生債権等についての第百四十六条第二項各号に掲げる区分に応じ当該各号に定める事項について、異議を述べることができる。更生会社が当該更生債権等の内容について異議を述べる場合についても、同様とする。

(3) Within three days from the day on which they receive a notice under the provisions of the preceding paragraph, a trustee may make an objection in writing to the court with regard to the particulars specified in the items of Article 146, paragraph (2) for the categories stated in the respective items concerning the secured or unsecured reorganization claim referred to in paragraph (1). The same applies when the reorganizing company makes an objection with regard to the content of the secured or unsecured reorganization claim

４　前項前段の規定による異議があったときは、裁判所書記官は、直ちに、その旨を、第一項の届出又は届出事項の変更をした更生債権者等に通知しなければならない。

(4) When an objection is made under the provisions of the first sentence of the preceding paragraph, a court clerk must immediately give a notice of the objection to the secured or unsecured reorganization creditor that has filed a proof of a claim or change of any filed matter as referred to in paragraph (1).

（異議等のない更生債権等の確定）

(Finalization of a Reorganization Claim Without Objection)

第百五十条　第百四十六条第二項各号に定める事項は、更生債権等の調査において、管財人が認め、かつ、届出をした更生債権者等及び株主が調査期間内に異議を述べなかったとき（前条第一項の更生債権等の調査においては、管財人が同条第三項前段の規定による異議を述べなかったとき）は、確定する。

Article 150 (1) The particulars specified in the items of Article 146, paragraph (2) will be determined if, in the investigation of secured or unsecured reorganization claims, they are approved by a trustee and no objection is made by any secured or unsecured reorganization creditor who filed a claim or shareholder during the period for investigation (or no objection is made by a trustee under the provisions of the first sentence of paragraph (3) of the preceding Article during the period for the investigation of secured or unsecured reorganization claims referred to in paragraph (1) of the same Article).

２　裁判所書記官は、更生債権等の調査の結果を更生債権者表及び更生担保権者表に記載しなければならない。

(2) A court clerk must make an entry of the results of the investigation of secured or unsecured reorganization claims in the schedule of reorganization creditors and schedule of secured reorganization creditors.

３　第一項の規定により確定した事項についての更生債権者表及び更生担保権者表の記載は、更生債権者等及び株主の全員に対して確定判決と同一の効力を有する。

(3) The entries in the schedule of reorganization creditors and schedule of secured reorganization creditors with regard to the particulars that are determined pursuant to the provisions of paragraph (1) have the same effect as a final and binding judgment against all secured or unsecured reorganization creditors and shareholders.

第二款　更生債権及び更生担保権の確定のための裁判手続

Subsection 2 Court Proceedings to Finalize Reorganization Claims and Secured Reorganization Claims

（更生債権等査定決定）

(Assessment Order on Reorganization Claims)

第百五十一条　異議等のある更生債権等（更生債権等であって、その調査において、その内容（一般の優先権がある債権又は約定劣後更生債権であるかどうかの別を含む。）について管財人が認めず、若しくは第百四十九条第三項前段の規定による異議を述べ、又は届出をした更生債権者等若しくは株主が異議を述べたものをいう。）を有する更生債権者等は、異議者等（当該管財人並びに当該異議を述べた更生債権者等及び株主をいう。）の全員を相手方として、裁判所に、その内容（一般の優先権がある債権又は約定劣後更生債権であるかどうかの別を含む。）についての査定の申立て（以下この款において「更生債権等査定申立て」という。）をすることができる。ただし、第百五十六条第一項並びに第百五十八条第一項及び第二項の場合は、この限りでない。

Article 151 (1) A secured or unsecured reorganization creditor that has a disputed secured or unsecured reorganization claim (meaning a secured or unsecured reorganization claim for which, in their investigation, a trustee has disapproved their content (including whether it is a claim with general priority or consensually-subordinated reorganization claim) or made an objection to it under the provisions of the first sentence of Article 149, paragraph (3), or an objection has been made by any secured or unsecured reorganization creditor who filed a claim or shareholders with regard to the content) may file a petition for assessment with the court against all disputing parties (meaning the trustee and the reorganization creditor and shareholder that made the objection) with regard to the content of the denied secured or unsecured reorganization claim (including whether it is a claim with general priority or consensually-subordinated reorganization claim) (referred to as a "petition for assessment of secured or unsecured reorganization claim" in this Subsection); provided, however, that this does not apply in the cases referred to in Article 156, paragraph (1) and Article 158, paragraph (1) and paragraph (2).

２　更生債権等査定申立ては、前項本文に規定する異議等のある更生債権等に係る調査期間の末日又は第百四十九条第四項の通知があった日から一月の不変期間内にしなければならない。

(2) The petition for assessment of a secured or unsecured reorganization claim must be filed within an inalterable period of one month from the last day of the period for investigation for the disputed secured or unsecured reorganization claim prescribed in the main clause of the preceding paragraph or from the day on which the notice referred to in Article 149, paragraph (4) is given.

３　更生債権等査定申立てがあった場合には、裁判所は、これを不適法として却下する場合を除き、決定で、第一項本文に規定する異議等のある更生債権等の存否及び内容（一般の優先権がある債権又は約定劣後更生債権であるかどうかの別を含む。）を査定する裁判（以下この款において「更生債権等査定決定」という。）をしなければならない。

(3) If a petition for assessment of a secured or unsecured reorganization claim is filed, by a ruling, the court must make a judicial decision to assess the existence or nonexistence of the disputed secured or unsecured reorganization claim prescribed in the main clause of paragraph (1) and their content (including whether it is a claim with general priority or consensually-subordinated reorganization claim) (referred to as an "assessment order on a secured or unsecured reorganization claim" in this Subsection), except when it denies the petition as unlawful.

４　裁判所は、更生債権等査定決定をする場合には、第一項本文に規定する異議者等を審尋しなければならない。

(4) When making an assessment order on secured or unsecured reorganization claim, the court must interrogate the disputing parties prescribed in the main clause of paragraph (1).

５　更生債権等査定申立てについての決定があった場合には、その裁判書を当事者に送達しなければならない。この場合においては、第十条第三項本文の規定は、適用しない。

(5) If a ruling is made on a petition for assessment of a secured or unsecured reorganization claim, the written judgment must be served upon the parties concerned. In this case, the provisions of the main clause of Article 10, paragraph (3) do not apply.

６　第一項本文に規定する異議等のある更生債権等（第百五十八条第一項に規定するものを除く。）につき、第二項（第百五十六条第二項において準用する場合を含む。）の期間内に更生債権等査定申立て又は第百五十六条第一項の規定による受継の申立てがないときは、当該異議等のある更生債権等についての届出は、なかったものとみなす。

(6) If, with regard to a disputed secured or unsecured reorganization claim prescribed in the main clause of paragraph (1) (excluding one prescribed in Article 158, paragraph (1)), a petition for assessment of a secured or unsecured reorganization claim or a petition for the taking over of action under the provisions of Article 156, paragraph (1) has not been filed within the period referred to in paragraph (2) (including cases where applied mutatis mutandis pursuant to Article 156, paragraph (2)), it is deemed that no proof is filed with regard to the disputed secured or unsecured reorganization claim.

（更生債権等査定申立てについての決定に対する異議の訴え）

(Actions to Oppose Rulings on Petitions for Assessment of Reorganization Claims)

第百五十二条　更生債権等査定申立てについての決定に不服がある者は、その送達を受けた日から一月の不変期間内に、異議の訴え（以下この款において「更生債権等査定異議の訴え」という。）を提起することができる。

Article 152 (1) A person that disagrees with a ruling on a petition for assessment of a secured or unsecured reorganization claim may file an action to oppose (referred to as an "action to oppose assessment of a secured or unsecured reorganization claim" in this Subsection) within an inalterable period of one month after the day on which the person was served the order.

２　更生債権等査定異議の訴えは、更生裁判所が管轄する。

(2) An action to oppose assessment of a secured or unsecured reorganization claim is subject to the jurisdiction of the reorganization court.

３　更生債権等査定異議の訴えの第一審裁判所は、更生裁判所が更生事件を管轄することの根拠となる法令上の規定が第五条第六項の規定のみである場合（更生裁判所が第七条第三号の規定により更生事件の移送を受けた場合において、同号に規定する規定中移送を受けたことの根拠となる規定が同項の規定のみであるときを含む。）において、著しい損害又は遅滞を避けるため必要があると認めるときは、前項の規定にかかわらず、職権で、当該更生債権等査定異議の訴えに係る訴訟を第五条第一項に規定する地方裁判所に移送することができる。

(3) The court of the first instance with which an action to oppose assessment of a secured or unsecured reorganization claim is filed, if finding it necessary in order to avoid substantial detriment or delay when the reorganization court's jurisdiction over the reorganization case is based on no provisions of laws or regulations other than the provisions of Article 5, paragraph (6) (including cases where the reorganization court has accepted the reorganization case transferred thereto pursuant to the provisions of Article 7, item (iii) and the acceptance of the transferred case is based on no provisions other than the provisions of Article 5, paragraph (6) among the provisions prescribed in Article 7, item (iii)), by its own authority, may transfer the suit related to the action to oppose assessment of a secured or unsecured reorganization claim to the district court prescribed in Article 5, paragraph (1), notwithstanding the provisions of the preceding paragraph.

４　更生債権等査定異議の訴えは、これを提起する者が、前条第一項本文に規定する異議等のある更生債権等を有する更生債権者等であるときは同項本文に規定する異議者等の全員を、当該異議者等であるときは当該更生債権者等を、それぞれ被告としなければならない。

(4) In an action to oppose assessment of a secured or unsecured reorganization claim, all of the disputing parties prescribed in the main clause of paragraph (1) of the preceding Article must stand as defendants if it is filed by the secured or unsecured reorganization creditor that has the disputed secured or unsecured reorganization claim prescribed in the main clause of the same paragraph, and the secured or unsecured reorganization creditor must stand as a defendant if it is filed by the disputing party.

５　更生債権等査定異議の訴えの口頭弁論は、第一項の期間を経過した後でなければ開始することができない。

(5) Oral argument for an action to oppose assessment of a secured or unsecured reorganization claim may not commence until the period referred to in paragraph (1) has expired.

６　同一の更生債権等に関し更生債権等査定異議の訴えが数個同時に係属するときは、弁論及び裁判は、併合してしなければならない。この場合においては、民事訴訟法第四十条第一項から第三項までの規定を準用する。

(6) If two or more actions to oppose assessment of a secured or unsecured reorganization claim are pending with respect to the same secured or unsecured reorganization claim concurrently, oral arguments and judicial decisions of these actions must be made in a consolidated manner. In this case, the provisions of Article 40, paragraph (1) through paragraph (3) of the Code of Civil Procedure apply mutatis mutandis.

７　更生債権等査定異議の訴えについての判決においては、訴えを不適法として却下する場合を除き、更生債権等査定申立てについての決定を認可し、又は変更する。

(7) A judgment rendered with regard to an action to oppose assessment of a secured or unsecured reorganization claim, except when the action is denied as unlawful, approves or changes the ruling on the petition for assessment of a secured or unsecured reorganization claim

（担保権の目的である財産についての価額決定の申立て）

(Petitions for Valuation of Assets That Are Subject Matter of a Security Right)

第百五十三条　更生担保権者は、その有する更生担保権の内容の確定のために更生債権等査定申立てをした場合において、第百五十一条第一項本文に規定する異議者等のうちに当該更生担保権の調査において担保権の目的である財産の価額について認めず、又は異議を述べた者があるときは、当該者の全員を相手方として、当該更生債権等査定申立てをした日から二週間以内に、裁判所に、当該財産についての価額決定の申立て（以下この款において「価額決定の申立て」という。）をすることができる。

Article 153 (1) If a secured reorganization creditor has filed a petition for assessment of a secured or unsecured reorganization claim in order to determine the content of their secured reorganization claim, if any disputing party prescribed in the main clause of Article 151, paragraph (1) disapproves or makes an objection to the value of the assets that is the subject matter of their security right in the investigation for the secured reorganization claim, the secured reorganization creditor may file a petition for valuation of the assets (referred to as a "petition for valuation" in this Subsection) with the court against all of these disputing parties within two weeks from the day on which they filed the petition for assessment of the secured or unsecured reorganization claim.

２　裁判所は、やむを得ない事由がある場合に限り、前項の更生担保権者の申立てにより、同項の期間を伸長することができる。

(2) Upon the petition of the secured reorganization creditor referred to in the preceding paragraph, the court may extend the period referred to in the same paragraph, only if there are any unavoidable grounds for doing so.

３　価額決定の申立てをする更生担保権者は、その手続の費用として裁判所の定める金額を予納しなければならない。

(3) A secured reorganization creditor that files a petition for valuation must prepay an amount designated by the court as expenses for valuation proceedings.

４　前項に規定する費用の予納がないときは、裁判所は、価額決定の申立てを却下しなければならない。

(4) If prepayment of expenses prescribed in the preceding paragraph is not made, the court must deny the petition for valuation.

（担保権の目的である財産の価額の決定）

(Valuation of Assets That Are the Subject Matter of a Security Right)

第百五十四条　価額決定の申立てがあった場合には、裁判所は、これを不適法として却下する場合を除き、評価人を選任し、前条第一項の財産の評価を命じなければならない。

Article 154 (1) If a petition for valuation is filed, except when it denies the petition, the court must appoint a valuator and order them to valuate the assets referred to in paragraph (1) of the preceding Article.

２　前項の場合には、裁判所は、評価人の評価に基づき、決定で、同項の財産の価額を定めなければならない。

(2) In the case referred to in the preceding paragraph, by a ruling, must valuate the assets referred to in the same paragraph based on the valuation made by a valuator.

３　価額決定の申立てについての決定に対しては、当該価額決定事件の当事者は、即時抗告をすることができる。

(3) A party to a valuation case may file an immediate appeal against a ruling on the petition for valuation.

４　価額決定の申立てについての決定又は前項の即時抗告についての裁判があった場合には、その裁判書を同項に規定する当事者に送達しなければならない。この場合においては、第十条第三項本文の規定は、適用しない。

(4) If a ruling on the petition for valuation or a judicial decision on the immediate appeal referred to in the preceding paragraph is made, the written judgment must be served upon the party prescribed in the same paragraph. In this case, the provisions of the main clause of Article 10, paragraph (3) do not apply.

５　価額決定の申立てに係る手続に要した費用の負担は、次の各号に掲げる区分に応じ、当該各号に定めるところによる。

(5) The expenses incurred for the proceedings for a petition for valuation will be borne as specified in the following items for the categories stated in the respective items:

一　決定価額（第二項の決定により定められた価額をいう。）が届出価額（前条第一項の更生担保権についての第百三十八条第二項第二号に掲げる価額をいう。）と等しいか、又はこれを上回る場合　当該価額決定の申立ての相手方である第百五十一条第一項本文に規定する異議者等の負担とする。

(i) when the value based on the order (meaning the value determined by a ruling referred to in paragraph (2)) is equal to or larger than the value based on the filed proof (meaning the value stated in Article 138, paragraph (2), item (ii) concerning a secured reorganization claim referred to in paragraph (1) of the preceding Article): the expenses will be borne by the disputing party prescribed in the main clause of Article 151, paragraph (1) that is the opponent to the petition for valuation;

二　前号の決定価額が異議等のない価額（前号の異議者等が更生担保権の調査において述べた第一項の財産の価額のうち最も低いものをいう。）と等しいか、又はこれを下回る場合　前条第一項の更生担保権者の負担とする。

(ii) when the value based on the ruling referred to in the preceding item is equal to or smaller than the undisputed value (meaning the smallest value of the assets referred to in paragraph (1) that the disputing party referred to in the preceding item has indicated in the investigation of the secured reorganization claim): the expenses will be borne by the secured reorganization creditor referred to in paragraph (1) of the preceding Article; or

三　前二号に掲げる場合以外の場合　裁判所が、前二号に規定する者の全部又は一部に、その裁量で定める額を負担させる。

(iii) cases other than those stated in the preceding two items: the expenses will be borne by the whole or part of the persons prescribed in the preceding two items at the amounts determined by the discretion of the court.

６　第三項の即時抗告に係る手続に要した費用は、当該即時抗告をした者の負担とする。

(6) The expenses incurred for the proceedings for an immediate appeal referred to in paragraph (3) will be borne by the person that filed the immediate appeal.

（価額決定手続と更生債権等査定決定の手続等との関係）

(Relationship between Proceedings for Valuation and Proceedings for Assessment Orders on Reorganization Claim)

第百五十五条　更生担保権者がした更生債権等査定申立てについての決定は、第百五十三条第一項の期間（同条第二項の規定により期間が伸長されたときは、その伸長された期間）が経過した後（価額決定の申立てがあったときは、当該価額決定の申立てが取り下げられ、若しくは却下され、又は前条第二項の決定が確定した後）でなければ、することができない。

Article 155 (1) No ruling may be made with regard to a petition for assessment of a secured or unsecured reorganization claim filed by a secured reorganization creditor until after the period referred to in Article 153, paragraph (1) (when the period has been extended pursuant to the provisions of paragraph (2) of the same Article, the period as extended) expires (or if a petition for valuation is filed, until after the petition for valuation is withdrawn or is denied or a ruling referred to in paragraph (2) of the preceding Article becomes final and binding).

２　更生担保権の目的である財産についての次の各号に掲げる場合における当該各号に定める価額は、当該更生担保権を有する更生担保権者がした更生債権等査定申立て又は当該申立てについての決定に係る更生債権等査定異議の訴えが係属する裁判所を拘束する。

(2) The value of the assets that are the subject matter of a secured reorganization claim as specified in each of the following items in the cases stated in the respective items are binding on the court before which the petition for assessment of secured or unsecured reorganization claim filed by the secured reorganization creditor that has the secured reorganization claim is pending or the action to oppose assessment of the secured or unsecured reorganization claim against the ruling on the petition is pending:

一　確定した前条第二項の決定がある場合　当該決定により定められた価額

(i) when there is a final and binding ruling referred to in paragraph (2) of the preceding Article: the value determined by the ruling; or

二　前号に規定する決定がない場合　前条第五項第二号に規定する異議等のない価額

(ii) when there is no ruling prescribed in the preceding item: the undisputed value prescribed in paragraph (5), item (ii) of the preceding Article.

（異議等のある更生債権等に関する訴訟の受継）

(Actions of Taking Over Relating to Disputed Reorganization Claims)

第百五十六条　第百五十一条第一項本文に規定する異議等のある更生債権等に関し更生手続開始当時訴訟が係属する場合において、更生債権者等がその内容（一般の優先権がある債権又は約定劣後更生債権であるかどうかの別を含む。）の確定を求めようとするときは、同項本文に規定する異議者等の全員を当該訴訟の相手方として、訴訟手続の受継の申立てをしなければならない。

Article 156 (1) If an action is pending in relation to a disputed secured or unsecured reorganization claim prescribed in the main clause of Article 151, paragraph (1) at the time of commencement of reorganization, when a secured or unsecured reorganization creditor intends to determine the content of the claim (including whether it is a claim with general priority or consensually-subordinated reorganization claim), the creditor must file a petition for taking over of the action, designating all of the disputing parties prescribed in the main clause of the same paragraph as the opponents to the action.

２　第百五十一条第二項の規定は、前項の申立てについて準用する。

(2) The provisions of Article 151, paragraph (2) apply mutatis mutandis to the petition referred to in the preceding paragraph.

（主張の制限）

(Limitations to Assertion)

第百五十七条　更生債権等査定申立て、更生債権等査定異議の訴え及び前条第一項の規定による受継があった訴訟に係る手続においては、更生債権者等は、第百三十八条第一項第一号及び第二号並びに第二項第一号及び第二号に掲げる事項について、更生債権者表又は更生担保権者表に記載されている事項のみを主張することができる。

Article 157 In the proceedings for a petition for assessment of a secured or unsecured reorganization claim, an action to oppose assessment of a secured or unsecured reorganization claim, and an action taken over under the provisions of paragraph (1) of the preceding Article, a secured or unsecured reorganization creditor may assert the particulars stated in Article 138, paragraph (1), item (i) and item (ii) and paragraph (2), item (i) and item (ii), only as entered in the schedule of reorganization creditors or schedule of secured reorganization creditors.

（執行力ある債務名義のある債権等に対する異議の主張）

(Assertion of Objections to Claims with an Enforceable Title of Obligation or Final Judgment)

第百五十八条　第百五十一条第一項本文に規定する異議等のある更生債権等のうち執行力ある債務名義又は終局判決のあるものについては、同項本文に規定する異議者等は、更生会社がすることのできる訴訟手続によってのみ、異議を主張することができる。

Article 158 (1) With regard to a disputed secured or unsecured reorganization claim prescribed in the main clause of Article 151, paragraph (1) which is accompanied by an enforceable title of obligation or final judgment, the disputing party prescribed in the main clause of the same paragraph may assert an objection only through the litigation proceedings that the reorganization company may carry out.

２　前項に規定する異議等のある更生債権等に関し更生手続開始当時訴訟が係属する場合において、同項の異議者等が同項の規定による異議を主張しようとするときは、当該異議者等は、当該更生債権等を有する更生債権者等を相手方とする訴訟手続を受け継がなければならない。

(2) If an action is pending in relation to a disputed secured or unsecured reorganization claim prescribed in the preceding paragraph at the time of commencement of reorganization, when the disputing party prescribed in the same paragraph intends to assert an objection under the provisions of the same paragraph, the disputing party must take over the action in which the secured or unsecured reorganization creditor that has the secured or unsecured reorganization claim in question stands as the opponent.

３　第百五十一条第二項の規定は第一項の規定による異議の主張又は前項の規定による受継について、第百五十二条第五項及び第六項並びに前条の規定は前二項の場合について、それぞれ準用する。この場合においては、第百五十二条第五項中「第一項の期間」とあるのは、「第百五十一条第一項本文に規定する異議等のある更生債権等に係る調査期間の末日又は第百四十九条第四項の通知があった日から一月の不変期間」と読み替えるものとする。

(3) The provisions of Article 151, paragraph (2) apply mutatis mutandis to the assertion of an objection under the provisions of paragraph (1) or the taking over of an action under the provisions of the preceding paragraph, and the provisions of Article 152, paragraph (5) and paragraph (6) and the preceding Article apply mutatis mutandis to the cases referred to in the preceding two paragraphs. In these cases, the phrase "the period referred to in paragraph (1)" in Article 152, paragraph (5) is deemed to be replaced with "an inalterable period of one month from the last day of the period for investigation for the disputed secured or unsecured reorganization claim prescribed in the main clause of Article 151, paragraph (1) or the day on which the notice referred to in Article 149, paragraph (4) is given".

４　前項において準用する第百五十一条第二項に規定する期間内に第一項の規定による異議の主張又は第二項の規定による受継がされなかった場合には、同条第一項本文に規定する異議者等が更生債権者等又は株主であるときは第百四十七条第一項又は第百四十八条第四項の異議はなかったものとみなし、当該異議者等が管財人であるときは管財人においてその更生債権等を認めたものとみなす。

(4) When the assertion of an objection under the provisions of paragraph (1) or the taking over of action under the provisions of paragraph (2) has not taken place within the period prescribed in Article 151, paragraph (2) as applied mutatis mutandis pursuant to the preceding paragraph, if the disputing party prescribed in the main clause of paragraph (1) of the same Article is a secured or unsecured reorganization creditor or shareholder, it is deemed that no objection referred to in Article 147, paragraph (1) or Article 148, paragraph (4) has been made, and if the disputing party is a trustee, it is deemed that the trustee has approved the secured or unsecured reorganization claim in question.

（目的財産を共通にする複数の更生担保権がある場合の特例）

(Special Provisions for Multiple Secured Reorganization Claims with the Same Assets as the Subject Matter of a Security Right)

第百五十九条　担保権の目的である財産を共通にする更生担保権のうち確定した一の更生担保権についての次に掲げる事項は、他の更生担保権についての更生債権等査定申立て又は更生債権等の確定に関する訴訟（更生債権等査定異議の訴えに係る訴訟、第百五十六条第一項又は前条第二項の規定による受継があった訴訟及び同条第一項の規定による異議の主張に係る訴訟をいう。以下この款において同じ。）が係属する裁判所を拘束しない。

Article 159 When there are two or more secured reorganization claims that have the same assets as the subject matter of the security right, the following particulars concerning any one of these claims that has been determined are not binding on the court before which a petition for assessment of secured or unsecured reorganization claim or action for determining a secured or unsecured reorganization claim (meaning an action to oppose assessment of secured or unsecured reorganization claim, action taken over under the provisions of Article 156, paragraph (1) or paragraph (2) of the preceding Article, and an action to assert an objection under the provisions of paragraph (1) of the preceding Article; the same applies in this Subsection) is pending with regard to one or more other secured reorganization claims:

一　更生担保権の内容

(i) the content of the secured reorganization claim;

二　担保権の目的である財産の価額

(ii) the value of the assets that is the subject matter of the security right; and

三　更生担保権が裁判により確定した場合においては、前二号に掲げるもののほか、当該裁判の理由に記載された事項

(iii) when the secured reorganization claim has been determined by a judicial decision, the particulars stated in the reasons attached to the judicial decision, beyond the particulars stated in the preceding two items.

（更生債権等の確定に関する訴訟の結果の記載）

(Entry of the Outcome of Actions concerning the Finalization of Reorganization Claims)

第百六十条　裁判所書記官は、管財人、更生債権者等又は株主の申立てにより、更生債権等の確定に関する訴訟の結果（更生債権等査定申立てについての決定に対する更生債権等査定異議の訴えが、第百五十二条第一項に規定する期間内に提起されなかったとき、取り下げられたとき、又は却下されたときは、当該決定の内容）を更生債権者表又は更生担保権者表に記載しなければならない。

Article 160 Upon the petition of a trustee, a secured or unsecured reorganization creditor or shareholder, a court clerk must make an entry, in the schedule of reorganization creditors or schedule of secured reorganization creditors, of the outcome of an action concerning the finalization of a secured or unsecured reorganization claim (when an action to oppose assessment of a secured or unsecured reorganization claim against the ruling on a petition for assessment of a secured or unsecured reorganization claim is not filed within the period prescribed in Article 152, paragraph (1), is withdrawn, or is denied, the content of the ruling).

（更生債権等の確定に関する訴訟の判決等の効力）

(Effect of Judgments on Actions concerning the Finalization of Reorganization Claims)

第百六十一条　更生債権等の確定に関する訴訟についてした判決は、更生債権者等及び株主の全員に対して、その効力を有する。

Article 161 (1) A judgment made upon an action concerning the finalization of a secured or unsecured reorganization claim is effective against all secured or unsecured reorganization creditors and shareholders.

２　更生債権等査定申立てについての決定に対する更生債権等査定異議の訴えが、第百五十二条第一項に規定する期間内に提起されなかったとき、取り下げられたとき、又は却下されたときは、当該決定は、更生債権者等及び株主の全員に対して、確定判決と同一の効力を有する。

(2) If an action to oppose assessment of a secured or unsecured reorganization claim against the ruling on a petition for assessment of a secured or unsecured reorganization claim is not filed within the period prescribed in Article 152, paragraph (1), is withdrawn, or is denied, the ruling has the same effect as a final and binding judgment against all secured or unsecured reorganization creditors and shareholders.

（訴訟費用の償還）

(Reimbursement of Court Costs)

第百六十二条　更生会社財産が更生債権等の確定に関する訴訟（更生債権等査定申立てについての決定を含む。）によって利益を受けたときは、異議を主張した更生債権者等又は株主は、その利益の限度において、更生会社財産から訴訟費用の償還を受けることができる。

Article 162 When the reorganizing company assets have gained from an action concerning the finalization of a secured or unsecured reorganization claim (including a ruling on a petition for assessment of a secured or unsecured reorganization claim), the secured or unsecured reorganization creditor or shareholder that asserted an objection may receive reimbursement of court costs from the reorganizing company assets to the extent that the reorganizing company assets have gained.

（更生手続終了の場合における更生債権等の確定手続の取扱い）

(Handling Proceedings for Finalization of Reorganization Claims upon the End of Reorganization)

第百六十三条　更生手続が終了した際現に係属する更生債権等査定申立ての手続及び価額決定の申立ての手続は、更生計画認可の決定前に更生手続が終了したときは終了するものとし、更生計画認可の決定後に更生手続が終了したときは引き続き係属するものとする。

Article 163 (1) The proceedings for a petition for assessment of a secured or unsecured reorganization claim and proceedings for a petition for valuation which are pending at the time of the end of reorganization proceedings are closed if the reorganization proceedings are closed before a ruling confirming the reorganization plan is made, and is to continue to be pending if the reorganization proceedings are closed after a ruling confirming the reorganization plan is made.

２　第五十二条第四項及び第五項の規定は、更生計画認可の決定後に更生手続が終了した場合における管財人を当事者とする更生債権等査定申立ての手続及び価額決定の申立ての手続について準用する。

(2) The provisions of Article 52, paragraph (4) and paragraph (5) apply mutatis mutandis to proceedings for a petition for assessment of a secured or unsecured reorganization claim and proceedings for a petition for valuation in which a trustee stands as a party when reorganization proceedings are closed after a ruling confirming the reorganization plan is made.

３　更生計画認可の決定後に更生手続が終了した場合において、更生手続終了後に更生債権等査定申立てについての決定があったときは、第百五十二条第一項の規定により更生債権等査定異議の訴えを提起することができる。

(3) When reorganization is closed after a ruling confirming the reorganization plan is made, if a ruling is made on a petition for assessment of the secured or unsecured reorganization claim after the end of reorganization, an action to oppose assessment of the secured or unsecured reorganization claim may be filed pursuant to the provisions of Article 152, paragraph (1).

４　更生手続が終了した際現に係属する更生債権等査定異議の訴えに係る訴訟手続であって、管財人が当事者でないものは、更生計画認可の決定前に更生手続が終了したときは中断するものとし、更生計画認可の決定後に更生手続が終了したときは引き続き係属するものとする。

(4) An action to oppose assessment of a secured or unsecured reorganization claim which is pending at the time of the end of reorganization and in which a trustee does not stand as a party will be discontinued if the reorganization is closed before a ruling confirming the reorganization plan is made, and is to continue to be pending if the reorganization is closed after a ruling confirming the reorganization plan is made.

５　更生手続が終了した際現に係属する訴訟手続（第五十二条第四項に規定する訴訟手続を除く。）であって、第百五十六条第一項又は第百五十八条第二項の規定による受継があったものは、更生計画認可の決定前に更生手続が終了したときは中断するものとし、更生計画認可の決定後に更生手続が終了したときは中断しないものとする。

(5) An action pending at the time of the end of reorganization (excluding an action prescribed in Article 52, paragraph (4)), which is taken over under the provisions of Article 156, paragraph (1) or Article 158, paragraph (2), will be discontinued if the end of reorganization occurs before a ruling confirming the reorganization plan is made, and will not be discontinued if the end of reorganization occurs after a ruling confirming the reorganization plan is made.

６　前項の規定により訴訟手続が中断する場合においては、第五十二条第五項の規定を準用する。

(6) If an action is discontinued pursuant to the provisions of the preceding paragraph, the provisions of Article 52, paragraph (5) apply mutatis mutandis.

第三款　租税等の請求権等についての特例

Subsection 3 Special Provisions on Rights to Impose Taxes or Other Charges

第百六十四条　租税等の請求権及び第百四十二条第二号に規定する更生手続開始前の罰金等の請求権については、前二款（第百四十四条を除く。）の規定は、適用しない。

Article 164 (1) With regard to right to impose taxes or other charges and a claim for a fine or court costs arising prior to the commencement of reorganization prescribed in Article 142, item (ii), the provisions of the preceding two Subsections (excluding Article 144) do not apply.

２　第百四十二条の規定による届出があった請求権（罰金、科料及び刑事訴訟費用の請求権を除く。）の原因（共助対象外国租税の請求権にあっては、共助実施決定）が審査請求、訴訟（刑事訴訟を除く。次項において同じ。）その他の不服の申立てをすることができる処分である場合には、管財人は、当該届出があった請求権について、当該不服の申立てをする方法で、異議を主張することができる。

(2) When the cause of a claim (excluding claims for a fine, petty fine, and court costs for a criminal case) filed under the provisions of Article 142 (in the case of a claim for a foreign tax subject to mutual assistance, a decision of implementation of mutual assistance) is a disposition against which a request for administrative review, action (excluding a criminal action; the same applies in the following paragraph) or any other appeal may be filed, a trustee may assert an objection with regard to the filed claim by means of filing the appeal.

３　前項の場合において、当該届出があった請求権に関し更生手続開始当時訴訟が係属するときは、同項に規定する異議を主張しようとする管財人は、当該届出があった請求権を有する更生債権者等を相手方とする訴訟手続を受け継がなければならない。当該届出があった請求権に関し更生手続開始当時更生会社の財産関係の事件が行政庁に係属するときも、同様とする。

(3) In the case referred to in the preceding paragraph, if an action is pending in relation to the filed claim at the time of commencement of reorganization, a trustee that intends to assert an objection prescribed in the same paragraph takes over the action in which the secured or unsecured reorganization creditor that has the filed claim stands as the opponent. The same applies when a case relating to the reorganization company's assets is pending before an administrative agency with regard to the filed claim at the time of commencement of reorganization.

４　第二項の規定による異議の主張又は前項の規定による受継は、管財人が第二項に規定する届出があったことを知った日から一月の不変期間内にしなければならない。

(4) The assertion of an objection under the provisions of paragraph (2) or the taking over of an action under the provisions of the preceding paragraph must be performed within an inalterable period of one month after the day on which the trustee came to know of the filing of a claim prescribed in paragraph (2).

５　第百五十条第二項の規定は第百四十二条の規定による届出があった請求権について、第百五十七条、第百六十条及び第百六十一条第一項の規定は第二項の規定による異議又は第三項の規定による受継があった場合について、それぞれ準用する。

(5) The provisions of Article 150, paragraph (2) apply mutatis mutandis to a claim filed under the provisions of Article 142, and the provisions of Article 157, Article 160, and Article 161, paragraph (1) apply mutatis mutandis to cases where the objection under the provisions of paragraph (2) or the taking over of an action under the provisions of paragraph (3) has taken place.

第六章　株主

Chapter VI Shareholders

（株主の手続参加）

(Participation in Proceedings by Shareholders)

第百六十五条　株主は、その有する株式をもって更生手続に参加することができる。

Article 165 (1) A shareholder may participate in reorganization by virtue of holding shares.

２　株主として更生手続に参加することができる者は、株主名簿の記載又は記録によって定める。

(2) The scope of persons that may participate in reorganization as shareholders will be determined based on the entries or records in the shareholder registry.

３　裁判所は、株主名簿に記載又は記録のない株主の申立てにより、当該株主が更生手続に参加することを許可することができる。この場合においては、当該許可に係る株式については、前項の規定にかかわらず、当該許可を受けた者以外の者は、株主として更生手続に参加することができない。

(3) Upon the petition of a shareholder that is not entered or recorded in the shareholder registry, the court may permit the shareholder to participate in reorganization. In this case, notwithstanding the provisions of the preceding paragraph, no person other than the person that has obtained the permission may participate in reorganization as the shareholder with respect to the share for which the permission is granted.

４　裁判所は、利害関係人の申立てにより又は職権で、前項前段の規定による許可の決定を変更し、又は取り消すことができる。

(4) Upon the petition of an interested person or by its own authority, the court may change or set aside the order of permission made under the provisions of the first sentence of the preceding paragraph.

５　第三項前段の申立てについての裁判及び前項の規定による決定に対しては、即時抗告をすることができる。

(5) An immediate appeal may be filed against a judicial decision on the petition referred to in the first sentence of paragraph (3) and a ruling under the provisions of the preceding paragraph.

６　前項に規定する裁判及び同項の即時抗告についての裁判があった場合には、その裁判書を当事者に送達しなければならない。この場合においては、第十条第三項本文の規定は、適用しない。

(6) If a judicial decision prescribed in the preceding paragraph and a judicial decision on the immediate appeal referred to in the paragraph are made, the written judgment must be served upon the parties concerned. In this case, the provisions of the main clause of Article 10, paragraph (3) do not apply.

（株主の議決権）

(Voting Rights of Shareholders)

第百六十六条　株主は、その有する株式一株につき一個の議決権を有する。ただし、更生会社が単元株式数を定款で定めている場合においては、一単元の株式につき一個の議決権を有する。

Article 166 (1) Shareholders have one voting right for each one share they hold; provided, however, that if the reorganizing company provides for a share of share unit in its articles of incorporation, they will be entitled to one voting right for each one unit of shares.

２　前項の規定にかかわらず、更生会社が更生手続開始の時においてその財産をもって債務を完済することができない状態にあるときは、株主は、議決権を有しない。

(2) Notwithstanding the provisions of the preceding paragraph, when the reorganizing company is unable to pay its debts in full with its assets at the time of commencement of reorganization, shareholders do not have any voting right.

第七章　更生計画の作成及び認可

Chapter VII Preparation and Confirmation of Reorganization Plans

第一節　更生計画の条項

Section 1 Clauses of Reorganization Plans

（更生計画において定める事項）

(Particulars Specified by Reorganization Plans)

第百六十七条　更生計画においては、次に掲げる事項に関する条項を定めなければならない。

Article 167 (1) A reorganization plan must specify clauses concerning the following:

一　全部又は一部の更生債権者等又は株主の権利の変更

(i) modification of the rights of the whole or part of secured or unsecured reorganization creditors or shareholders;

二　更生会社の取締役、会計参与、監査役、執行役、会計監査人及び清算人

(ii) the directors, accounting advisors, auditors, executive officers, financial auditors, and liquidators of the reorganizing company;

三　共益債権の弁済

(iii) payment of common-benefit claims;

四　債務の弁済資金の調達方法

(iv) the method for procuring funds to repay debts;

五　更生計画において予想された額を超える収益金の使途

(v) the use of earnings beyond the amount expected in the reorganization plan;

六　次のイ及びロに掲げる金銭の額又は見込額及びこれらの使途

(vi) the amount or estimated amount of money stated in (a) and (b) below and their use;

イ　第五十一条第一項本文に規定する手続又は処分における配当等に充てるべき金銭の額又は見込額

(a) the amount or estimated amount of money to be appropriated for distribution or delivery of payment in the proceedings or dispositions prescribed in the main clause of Article 51, paragraph (1); and

ロ　第百八条第一項の規定により裁判所に納付された金銭の額（第百十二条第二項の場合にあっては、同項の規定により裁判所に納付された金銭の額及び第百十一条第一項の決定において定める金額の合計額）

(b) the amount of money paid to the court pursuant to the provisions of Article 108, paragraph (1) (in the case referred to in Article 112, paragraph (2), the sum of the amount of money paid to the court pursuant to the provisions of paragraph (2) of the same Article and the amount determined by a ruling referred to in Article 111, paragraph (1)); and

七　知れている開始後債権があるときは、その内容

(vii) the content of known post-commencement claims, if there are any.

２　第七十二条第四項前段に定めるもののほか、更生計画においては、第四十五条第一項各号に掲げる行為、定款の変更、事業譲渡等（会社法第四百六十八条第一項に規定する事業譲渡等をいう。第百七十四条第六号及び第二百十三条の二において同じ。）、株式会社の設立その他更生のために必要な事項に関する条項を定めることができる。

(2) Beyond the particulars specified in the first sentence of Article 72, paragraph (4), a reorganization plan may specify clauses concerning the acts stated in the items of Article 45, paragraph (1), the amendment of the articles of incorporation, business transfers, etc. (meaning business transfers, etc. prescribed in Article 468, paragraph (1) of the Companies Act; the same applies in Article 174, item (vi) and Article 213-2), the incorporation of a stock company and other particulars necessary for reorganization.

（更生計画による権利の変更）

(Modification of Rights Based on Reorganization Plans)

第百六十八条　次に掲げる種類の権利を有する者についての更生計画の内容は、同一の種類の権利を有する者の間では、それぞれ平等でなければならない。ただし、不利益を受ける者の同意がある場合又は少額の更生債権等若しくは第百三十六条第二項第一号から第三号までに掲げる請求権について別段の定めをしても衡平を害しない場合その他同一の種類の権利を有する者の間に差を設けても衡平を害しない場合は、この限りでない。

Article 168 (1) The content of a reorganization plan concerning the persons holding the following types of rights will be equal between the persons that hold the same type of rights; provided, however, that this does not apply when any person that will suffer detriment has given consent or when equity will not be undermined even if the plan otherwise provides for a small secured or unsecured reorganization claim or any of the claims stated in Article 136, paragraph (2), item (i) through item (iii) or when equity will not be undermined even if any other difference is set in the handling of the persons that hold the same type of rights:

一　更生担保権

(i) a secured reorganization claim;

二　一般の先取特権その他一般の優先権がある更生債権

(ii) a reorganization claim with a general statutory lien or any other general priority;

三　前号及び次号に掲げるもの以外の更生債権

(iii) a reorganization claim other than those stated in the preceding item and the following item;

四　約定劣後更生債権

(iv) a consensually-subordinated reorganization claim;

五　残余財産の分配に関し優先的内容を有する種類の株式

(v) a share the class of which is preferred in terms of the distribution of residual assets; and

六　前号に掲げるもの以外の株式

(vi) a share other than the one stated in the preceding item.

２　前項第二号の更生債権について、優先権が一定の期間内の債権額につき存在する場合には、その期間は、更生手続開始の時からさかのぼって計算する。

(2) In the case of a reorganization claim referred to in item (ii) of the preceding paragraph, when a priority exists with regard to the amount of claim arising within a specific period of time, the period is calculated from the time of commencement of reorganization retroactively.

３　更生計画においては、異なる種類の権利を有する者の間においては、第一項各号に掲げる種類の権利の順位を考慮して、更生計画の内容に公正かつ衡平な差を設けなければならない。この場合における権利の順位は、当該各号の順位による。

(3) In a reorganization plan, a fair and equitable difference must be provided with respect to the content of the reorganization plan between persons that hold different types of rights, while taking into consideration the order of priority for the types of rights stated in the items of paragraph (1). In this case, the order of priority for those rights will be the order of those items.

４　前項の規定は、租税等の請求権（共助対象外国租税の請求権を除く。）及び第百四十二条第二号に規定する更生手続開始前の罰金等の請求権については、適用しない。

(4) The provisions of the preceding paragraph do not apply to right to impose taxes or other charges (excluding a claim for a foreign tax subject to mutual assistance) or a claim for a fine or court costs arising prior to the commencement of reorganization prescribed in Article 142, item (ii).

５　更生計画によって債務が負担され、又は債務の期限が猶予されるときは、その債務の期限は、次に掲げる期間を超えてはならない。

(5) If a debt is to be assumed or the term of a debt is to be extended based on a reorganization plan, the term of the debt does not exceed the following periods:

一　担保物（その耐用期間が判定できるものに限る。）がある場合は、当該耐用期間又は十五年（更生計画の内容が更生債権者等に特に有利なものになる場合その他の特別の事情がある場合は、二十年）のいずれか短い期間

(i) when there is any collateral (limited to collateral the serviceable life of which can be ascertained), their serviceable life or a period of 15 years (or 20 years when the content of the reorganization plan would be particularly advantageous to secured or unsecured reorganization creditors or there are other special circumstances), whichever is shorter; and

二　前号に規定する場合以外の場合は、十五年（更生計画の内容が更生債権者等に特に有利なものになる場合その他の特別の事情がある場合は、二十年）

(ii) in cases other than the case prescribed in the preceding item, 15 years (or 20 years where the content of the reorganization plan would be particularly advantageous to secured or unsecured reorganization creditors or there are other special circumstances).

６　前項の規定は、更生計画の定めにより社債を発行する場合については、適用しない。

(6) The provisions of the preceding paragraph do not apply when corporate bonds are issued pursuant to the provisions of a reorganization plan.

７　第百四十二条第二号に規定する更生手続開始前の罰金等の請求権については、更生計画において減免の定めその他権利に影響を及ぼす定めをすることができない。

(7) A reorganization plan may not provide for reduction and release of debts or any other measures that would affect a claim for a fine or court costs arising prior to the commencement of the reorganization prescribed in Article 142, item (ii).

（租税等の請求権の取扱い）

(Handling Claims for Rights to Impose Taxes or Other Charges)

第百六十九条　更生計画において、租税等の請求権につき、その権利に影響を及ぼす定めをするには、徴収の権限を有する者の同意を得なければならない。ただし、当該請求権について三年以下の期間の納税の猶予若しくは滞納処分による財産の換価の猶予の定めをする場合又は次に掲げるものに係る請求権についてその権利に影響を及ぼす定めをする場合には、徴収の権限を有する者の意見を聴けば足りる。

Article 169 (1) When providing for any measures that may affect a right to impose taxes or other charges in a reorganization plan, consent is required from the person that has the power of collection of the claim; provided, however, that if the reorganization plan provides for a grace period for payment of not more than three years or provides for a grace period for realization of assets through measures to collect arrears with regard to the claim or if it provides for any measures that may affect any rights with regard to the claims for the following taxes and charges, it is sufficient to hear opinions from the person that has the power of collection:

一　更生手続開始の決定の日から一年を経過する日（その日までに更生計画認可の決定があるときは、その決定の日）までの間に生ずる延滞税、利子税又は延滞金

(i) delinquent tax, interest tax or delinquent charges arising before one year elapses after the date of the ruling to commence reorganization (or before the date of the order confirming the reorganization plan if the order is made within that one-year period); and

二　納税の猶予又は滞納処分による財産の換価の猶予の定めをする場合におけるその猶予期間に係る延滞税又は延滞金

(ii) delinquent tax or delinquent charges arising during the grace period if a grace period is prescribed for the payment of tax or for the realization of assets through the measures to collect arrears.

２　徴収の権限を有する者は、前項本文の同意をすることができる。

(2) The person that has the power of collection may give consent as referred to in the main clause of the preceding paragraph.

３　前二項の規定にかかわらず、共助対象外国租税の請求権については、その権利に影響を及ぼす定めをする場合においても、徴収の権限を有する者の意見を聴けば足りる。

(3) Notwithstanding the provisions of the preceding two paragraphs, when the reorganization plan provides for any measures that would affect rights with regard to a claim for a foreign tax subject to mutual assistance, it is sufficient to hear opinions of the person that has the power to collect the claim.

（更生債権者等の権利の変更）

(Modification of Rights of Secured or Unsecured Reorganization Creditors)

第百七十条　全部又は一部の更生債権者等又は株主の権利の変更に関する条項においては、届出をした更生債権者等及び株主の権利のうち変更されるべき権利を明示し、かつ、変更後の権利の内容を定めなければならない。ただし、第百七十二条に規定する更生債権等については、この限りでない。

Article 170 (1) Clauses for modifying the rights of the whole or part of the secured or unsecured reorganization creditors or shareholders must clearly indicate rights held by secured or unsecured reorganization creditors who filed claims and shareholders which are to be modified, and also establish the content of rights as modified; provided, however, that this does not apply to secured or unsecured reorganization claims prescribed in Article 172.

２　届出をした更生債権者等又は株主の権利で、更生計画によってその権利に影響を受けないものがあるときは、その権利を明示しなければならない。

(2) If there is a right held by a secured or unsecured reorganization creditor who filed a claim or shareholder which will not be affected by a reorganization plan, the right must be clearly indicated.

（債務の負担及び担保の提供）

(Owing of Debts and Provision of Security)

第百七十一条　更生会社以外の者が更生会社の事業の更生のために債務を負担し、又は担保を提供するときは、更生計画において、その者を明示し、かつ、その債務又は担保権の内容を定めなければならない。更生会社の財産から担保を提供するときも、同様とする。

Article 171 (1) If a person other than the reorganizing Company owes a debt or provides security for the reorganization of the reorganizing company's business, the reorganization plan must clearly indicate the person and establish the details of the debt and security right. The same applies when providing security from the reorganizing company's assets.

２　更生計画において、前項の規定による定めをするには、債務を負担し、又は担保を提供する者の同意を得なければならない。

(2) In order to establish the details in a reorganization plan under the provisions of the preceding paragraph, consent is required from the person that owes the debt or provides the security.

（未確定の更生債権等の取扱い）

(Handling Reorganization Claims Not Yet Determined)

第百七十二条　第百五十一条第一項本文に規定する異議等のある更生債権等で、その確定手続が終了していないものがあるときは、更生計画において、その権利確定の可能性を考慮し、これに対する適確な措置を定めなければならない。

Article 172 If there is a disputed secured or unsecured reorganization claim prescribed in the main clause of Article 151, paragraph (1) for which finalization proceedings have not yet been closed, a reorganization plan must establish appropriate measures for the claim, while taking into consideration the possible outcome of the finalization of the claim.

（更生会社の取締役等）

(Directors of Reorganizing Companies)

第百七十三条　次の各号に掲げる条項においては、当該各号に定める事項を定めなければならない。

Article 173 (1) The clauses stated in the following items must establish the particulars specified in the respective items:

一　更生会社の取締役に関する条項（次号から第四号までに掲げるものを除く。）　取締役の氏名又はその選任の方法及び任期

(i) the clauses on directors of the reorganizing company (excluding the clauses stated in the following item through item (iv)): the names of the directors or the means of their election and term of office;

二　更生会社が更生計画認可の決定の時において代表取締役を定める場合における更生会社の取締役に関する条項（次号に掲げるものを除く。）　取締役及び代表取締役の氏名又はその選任若しくは選定の方法及び任期

(ii) the clauses on directors of the reorganizing company when the reorganizing company appoints representative directors at the time of a ruling confirming the reorganization plan (excluding the clauses stated in the following item): the names of the directors and the representative directors or the means of their election or appointment and terms of office;

三　更生会社が更生計画認可の決定の時において監査等委員会設置会社となる場合における更生会社の取締役に関する条項　監査等委員（会社法第三十八条第二項に規定する監査等委員をいう。第百八十三条第十号及び第二百十一条第一項において同じ。）である取締役及びそれ以外の取締役並びに代表取締役の氏名又はその選任若しくは選定の方法及び任期

(iii) the clauses on directors of the reorganization company in cases where the reorganization company becomes a company with supervisory committee at the time of a ruling confirming the reorganization plan: the names of the directors who are supervisory committee members (meaning the supervisory committee members prescribed in Article 38, paragraph (2) of the Companies Act; the same applies in Article 183, item (x) and Article 211, paragraph (1)), other directors and the representative director or the methods for their election or appointment and terms of office;

四　更生会社が更生計画認可の決定の時において指名委員会等設置会社となる場合における更生会社の取締役に関する条項　取締役及び各委員会（会社法第四百条第一項に規定する各委員会をいう。以下同じ。）の委員の氏名又はその選任若しくは選定の方法及び任期

(iv) the clauses on directors of the reorganizing company when the reorganizing company becomes a company with nominating committees, etc. at the time of a ruling confirming the reorganization plan: the names of the directors and the members of the respective committees (meaning each committee prescribed in Article 400, paragraph (1) of the Companies Act; the same applies below) or the means of their election or appointment and terms of office;

五　更生会社が更生計画認可の決定の時において会計参与設置会社となる場合における更生会社の会計参与に関する条項　会計参与の氏名若しくは名称又はその選任の方法及び任期

(v) the clauses on accounting advisors of the reorganizing company when the reorganizing company becomes a company with company accounting advisors at the time of a ruling confirming the reorganization plan: the names of the accounting advisors or the means of their election and term of office;

六　更生会社が更生計画認可の決定の時において監査役設置会社（監査役の監査の範囲を会計に関するものに限定する旨の定款の定めがある株式会社を含む。次項第三号において同じ。）となる場合における更生会社の監査役に関する条項　監査役の氏名又はその選任の方法及び任期

(vi) the clauses on company auditors of the reorganizing company when the reorganizing company becomes a company with company auditors (including a stock company, the articles of incorporation of which determine that the scope of the audit is limited to accounting; the same applies in item (iii) of the following paragraph) at the time of a ruling confirming the reorganization plan: the names of the company auditors or the means of their election and term of office;

七　更生会社が更生計画認可の決定の時において会計監査人設置会社となる場合における更生会社の会計監査人に関する条項　会計監査人の氏名若しくは名称又はその選任の方法及び任期

(vii) the clauses on financial auditors of the reorganizing company when the reorganizing company becomes a company with financial auditors at the time of a ruling confirming the reorganization plan: the names of the financial auditors or the means of their election and term of office; and

八　更生会社が更生計画認可の決定の時において指名委員会等設置会社となる場合における更生会社の執行役に関する条項　執行役及び代表執行役の氏名又はその選任若しくは選定の方法及び任期

(viii) the clauses on executive officers of the reorganizing company when the reorganizing company becomes a company with nominating committee, etc. at the time of a ruling confirming the reorganization plan: the names of the executive officers and the representative executive officers or the means of their election or appointment and terms of office.

２　更生会社が更生計画認可の決定の時において清算株式会社となる場合には、次の各号に掲げる条項において、当該各号に定める事項を定めなければならない。

(2) When the reorganizing company becomes a liquidating stock company at the time of a ruling confirming the reorganization plan, the clauses stated in the following items must determine the particulars specified in the respective items:

一　更生会社の清算人に関する条項（次号に掲げるものを除く。）　清算人の氏名又はその選任の方法及び任期

(i) the clauses on liquidators of the reorganizing company (excluding the clauses stated in the following item): the names of the liquidators or the means of election or their terms of office;

二　更生会社が更生計画認可の決定の時において代表清算人を定める場合における更生会社の清算人に関する条項　清算人及び代表清算人の氏名又はその選任若しくは選定の方法及び任期

(ii) the clauses on liquidators of the reorganizing company when the reorganizing company appoints representative liquidators at the time of an the ruling to commence the reorganization plan: the names of the liquidators and the representative liquidators or the means of election or appointment and their terms of office; and

三　更生会社が更生計画認可の決定の時において監査役設置会社となる場合における更生会社の監査役に関する条項　監査役の氏名又はその選任の方法及び任期

(iii) the clauses on auditors of the reorganizing company when the reorganizing company becomes a company with company auditors at the time of a ruling confirming the reorganization plan: the names of the company auditors or the means of election and their terms of office.

（株式の消却、併合又は分割等）

(Cancellation, Consolidation, or Splitting of Shares)

第百七十四条　次に掲げる行為に関する条項においては、更生手続が行われていない場合に当該行為を行うとすれば株主総会の決議その他の株式会社の機関の決定が必要となる事項を定めなければならない。

Article 174 Clauses concerning the following acts must determine the particulars which would require a resolution of a shareholders meeting or any other institutional decision of a stock company in order to conduct the acts if the company were not subject to reorganization:

一　株式の消却、併合若しくは分割又は株式無償割当て

(i) cancellation, consolidation, or splitting of shares, or allotment of shares without contribution;

二　新株予約権の消却又は新株予約権無償割当て

(ii) cancellation of share options or allotment of share options without contribution;

三　資本金又は準備金の額の減少

(iii) reduction of the amount of the stated capital or reserves;

四　剰余金の配当その他の会社法第四百六十一条第一項各号に掲げる行為

(iv) dividends of surplus and other acts stated in the items of Article 461, paragraph (1) of the Companies Act;

五　定款の変更

(v) amendment of the articles of incorporation;

六　事業譲渡等

(vi) business transfers, etc.; and

七　株式会社の継続

(vii) continuation of the stock company.

（更生会社による株式の取得）

(Reorganization Company's Acquisition of Its Shares)

第百七十四条の二　更生会社による株式の取得に関する条項においては、次に掲げる事項を定めなければならない。

Article 174-2 Clauses concerning the acquisition by the reorganizing company of its shares must determine the following:

一　更生会社が取得する株式の数（種類株式発行会社にあっては、株式の種類及び種類ごとの数）

(i) the number of shares to be acquired by the reorganizing company (in the case of a company with class shares, the classes of shares and the number of shares of each class); and

二　更生会社が前号の株式を取得する日

(ii) the date on which the reorganizing company is to acquire the shares referred to in the preceding item.

（株式等売渡請求に係る売渡株式等の取得）

(Acquisition of Shares Subject to Cash-out under a Demand for Share Cash-out)

第百七十四条の三　更生会社の発行する売渡株式等についての株式等売渡請求に係る売渡株式等の取得に関する条項においては、次に掲げる事項を定めなければならない。

Article 174-3 Clauses concerning the acquisition of shares subject to cash-out issued by a reorganization company must prescribe the following:

一　特別支配株主（会社法第百七十九条第一項に規定する特別支配株主をいう。第三号及び第二百十四条の二において同じ。）の氏名又は名称及び住所

(i) the name and address of the special controlling shareholder (meaning the special controlling shareholder prescribed in Article 179, paragraph (1) of the Companies Act; the same applies in item (iii) and Article 214-2);

二　会社法第百七十九条の二第一項各号に掲げる事項

(ii) the matters stated in the items of Article 179-2, paragraph (1) of the Companies Act;

三　特別支配株主が株式等売渡請求に係る売渡株式等の取得に際して更生債権者等に対して金銭を交付するときは、当該金銭の額又はその算定方法

(iii) if the special controlling shareholder delivers money to secured or unsecured reorganization creditors upon the acquisition of the shares subject to the cash-out under the demand for share cash-out, the amount of money or how that amount was calculated; and

四　前号に規定する場合には、更生債権者等に対する同号の金銭の割当てに関する事項

(iv) in the case prescribed in the preceding item, the matters concerning the allotment of the money referred to in that item to secured or unsecured reorganization creditors.

（募集株式を引き受ける者の募集）

(Solicitation of Subscribers for Shares for Subscription)

第百七十五条　募集株式を引き受ける者の募集に関する条項においては、次に掲げる事項を定めなければならない。

Article 175 Clauses concerning the solicitation of subscribers for shares for subscription must determine the following:

一　会社法第百九十九条第二項に規定する募集事項

(i) the subscription requirements prescribed in Article 199, paragraph (2) of the Companies Act;

二　第二百五条第一項の規定により、更生計画の定めに従い、更生債権者等又は株主の権利の全部又は一部が消滅した場合において、これらの者が会社法第二百三条第二項の申込みをしたときは募集株式の払込金額の全部又は一部の払込みをしたものとみなすこととするときは、その旨

(ii) when the whole or part of the rights of secured or unsecured reorganization creditors or shareholders have been extinguished as prescribed in the reorganization plan pursuant to the provisions of Article 205, paragraph (1), if it is provided that when the person has filed an application referred to in Article 203, paragraph (2) of the Companies Act, the person is deemed to have paid some or all of the amount to be paid in for shares for subscription, an indication of this;

三　更生債権者等又は株主に対して会社法第二百三条第二項の申込みをすることにより更生会社の募集株式の割当てを受ける権利を与えるときは、その旨及び当該募集株式の引受けの申込みの期日

(iii) if it is provided that if secured or unsecured reorganization creditors or shareholders are granted entitlement to the allotment of shares for subscription of the reorganizing company by filing an application referred to in Article 203, paragraph (2) of the Companies Act, an indication of this and the due date for application for subscription of the shares for subscription; and

四　前号に規定する場合には、更生債権者等又は株主に対する募集株式の割当てに関する事項

(iv) in the case prescribed in the preceding item, the particulars concerning the allotment of shares for subscription to secured or unsecured reorganization creditors or shareholders.

（募集新株予約権を引き受ける者の募集）

(Solicitation of Subscribers for Share Options)

第百七十六条　募集新株予約権（当該募集新株予約権が新株予約権付社債に付されたものである場合にあっては、当該新株予約権付社債についての社債を含む。以下同じ。）を引き受ける者の募集に関する条項においては、次に掲げる事項を定めなければならない。

Article 176 Clauses concerning the solicitation of subscribers for share options (when the share options are attached to bonds with share options, the bonds with respect to these bonds with share options will be included; the same applies below) must determine the following:

一　会社法第二百三十八条第一項に規定する募集事項

(i) the subscription requirements prescribed in Article 238, paragraph (1) of the Companies Act;

二　第二百五条第一項の規定により、更生計画の定めに従い、更生債権者等又は株主の権利の全部又は一部が消滅した場合において、これらの者が会社法第二百四十二条第二項の申込みをしたときは募集新株予約権の払込金額の全部又は一部の払込みをしたものとみなすこととするときは、その旨

(ii) if some or all of the rights of secured or unsecured reorganization creditors or shareholders have been extinguished as prescribed in the reorganization plan pursuant to the provisions of Article 205, paragraph (1), if it is provided that when those persons have filed an application referred to in Article 242, paragraph (2) of the Companies Act, they are deemed to have paid the whole or part of the amount to be paid in for share options, an indication of this ;

三　更生債権者等又は株主に対して会社法第二百四十二条第二項の申込みをすることにより更生会社の募集新株予約権の割当てを受ける権利を与えるときは、その旨及び当該募集新株予約権の引受けの申込みの期日

(iii) if it is provided that if secured or unsecured reorganization creditors or shareholders are granted entitlement to the allotment of share options of the reorganizing company by filing an application referred to in Article 242, paragraph (2) of the Companies Act, an indication of this and the due date for application for subscription of the share options;

四　前号に規定する場合には、更生債権者等又は株主に対する募集新株予約権の割当てに関する事項

(iv) in the case prescribed in the preceding item, the particulars concerning the allotment of share options to secured or unsecured reorganization creditors or shareholders; and

五　募集新株予約権が新株予約権付社債に付されたものである場合において、当該新株予約権付社債についての社債が担保付社債であるときは、その担保権の内容及び担保付社債信託法第二条第一項に規定する信託契約の受託会社の商号

(v) when share options are attached to bonds with share options, if the bonds are secured bonds, the content of the security right and the trade name of the trustee company under a trust agreement prescribed in Article 2, paragraph (1) of the Secured Bond Trust Act.

（募集社債を引き受ける者の募集）

(Solicitation of Subscribers for Bonds for Subscription)

第百七十七条　募集社債（新株予約権付社債についてのものを除く。以下同じ。）を引き受ける者の募集に関する条項においては、次に掲げる事項を定めなければならない。

Article 177 Clauses concerning the solicitation of subscribers for bonds for subscription (excluding bonds with share options; the same applies below) must prescribe the following:

一　会社法第六百七十六条各号に掲げる事項

(i) the particulars stated in the items of Article 676 of the Companies Act;

二　募集社債が担保付社債であるときは、その担保権の内容及び担保付社債信託法第二条第一項に規定する信託契約の受託会社の商号

(ii) if the bonds for subscription are secured bonds, the content of the security right and the trade name of the trustee company under a trust agreement prescribed in Article 2, paragraph (1) of the Secured Bond Trust Act;

三　第二百五条第一項の規定により、更生計画の定めに従い、更生債権者等又は株主の権利の全部又は一部が消滅した場合において、これらの者が会社法第六百七十七条第二項の申込みをしたときは募集社債の払込金額の全部又は一部の払込みをしたものとみなすこととするときは、その旨

(iii) when whole or part of the rights of secured or unsecured reorganization creditors or shareholders have been extinguished as prescribed in the reorganization plan pursuant to the provisions of Article 205, paragraph (1), if it is provided that when those persons have filed an application referred to in Article 677, paragraph (2) of the Companies Act, the persons are deemed to have paid whole or part of the amount to be paid in for bonds for subscription, an indication of this ;

四　更生債権者等又は株主に対して会社法第六百七十七条第二項の申込みをすることにより更生会社の募集社債の割当てを受ける権利を与えるときは、その旨及び当該募集社債の引受けの申込みの期日

(iv) if it is provided that if secured or unsecured reorganization creditors or shareholders are granted entitlement to the allotment of bonds for subscription of the reorganizing company by filing an application referred to in Article 677, paragraph (2) of the Companies Act, an indication of this and the due date for application for subscription of the bonds; and

五　前号に規定する場合には、更生債権者等又は株主に対する募集社債の割当てに関する事項

(v) in the case prescribed in the preceding item, the particulars concerning the allotment of bonds for subscription to secured or unsecured reorganization creditors or shareholders.

（更生債権者等又は株主の権利の消滅と引換えにする株式等の発行）

(Issuing of Shares in Exchange for Extinguishment of Rights of Reorganization Secured or Unsecured Creditors or Shareholders)

第百七十七条の二　更生債権者等又は株主の権利の全部又は一部の消滅と引換えにする株式の発行に関する条項においては、次に掲げる事項を定めなければならない。

Article 177-2 (1) The following must be prescribed in clauses concerning the issuing of shares in exchange for the extinguishment of the whole or part of the rights of secured or unsecured reorganization creditors or shareholders:

一　発行する株式の数（種類株式発行会社にあっては、発行する株式の種類及び種類ごとの数）

(i) the number of the shares to be issued (in the case of a company with class shares, the classes of shares and the number of shares of each class);

二　増加する資本金及び資本準備金に関する事項

(ii) particulars concerning the stated capital and capital reserves to be increased; and

三　更生債権者等又は株主に対する発行する株式の割当てに関する事項

(iii) particulars concerning the allotment of the shares to be issued to secured or unsecured reorganization creditors or shareholders.

２　更生債権者等又は株主の権利の全部又は一部の消滅と引換えにする新株予約権（当該新株予約権が新株予約権付社債に付されたものである場合にあっては、当該新株予約権付社債についての社債を含む。以下この条、第百八十三条第十三号及び第二百二十五条第五項において同じ。）の発行に関する条項においては、次に掲げる事項を定めなければならない。

(2) The following must be prescribed in clauses concerning the issuing of share options (when the share options are attached to bonds with share options, the bonds with respect to the bonds with share options are included; the same applies in this Article, Article 183, item (xiii) and Article 225, paragraph (5)) in exchange for the extinguishment of whole or part of the rights of secured or unsecured reorganization creditors or shareholders:

一　発行する新株予約権の内容及び数

(i) the content and the number of the share options to be issued;

二　発行する新株予約権を割り当てる日

(ii) the day on which the share options to be issued are to be allotted;

三　発行する新株予約権が新株予約権付社債に付されたものである場合には、会社法第六百七十六条各号に掲げる事項

(iii) if the share options to be issued are attached to bonds with share options, the particulars stated in the items of Article 676 of the Companies Act;

四　前号に規定する場合において、同号の新株予約権付社債に付された新株予約権についての会社法第百十八条第一項、第百七十九条第二項、第七百七十七条第一項、第七百八十七条第一項又は第八百八条第一項の規定による請求の方法につき別段の定めをするときは、その定め

(iv) in the case prescribed in the preceding item, if the reorganization plan otherwise provides for the means of making demand with regard to the share options attached to bonds with share options referred to in the same item under the provisions of Article 118, paragraph (1), Article 179, paragraph (2), Article 777, paragraph (1), Article 787, paragraph (1), or Article 808, paragraph (1) of the Companies Act, an indication of this;

五　第三号に規定する場合において、当該新株予約権付社債についての社債が担保付社債であるときは、その担保権の内容及び担保付社債信託法第二条第一項に規定する信託契約の受託会社の商号

(v) in the case prescribed in item (iii), if the bonds with respect to the bonds with share options are secured bonds, the content of the security right and the trade name of the trustee company under a trust agreement prescribed in Article 2, paragraph (1) of the Secured Bond Trust Act; and

六　更生債権者等又は株主に対する発行する新株予約権の割当てに関する事項

(vi) the particulars concerning the allotment of share options to be issued to secured or unsecured reorganization creditors or shareholders.

３　更生債権者等又は株主の権利の全部又は一部の消滅と引換えにする社債（新株予約権付社債についてのものを除く。以下この条、第百八十三条第十三号及び第二百二十五条第五項において同じ。）の発行に関する条項においては、次に掲げる事項を定めなければならない。

(3) Clauses concerning the issuing of bonds (excluding those with respect to bonds with share options; the same applies in this Article, Article 183, item (xiii), and Article 225, paragraph (5)) in exchange for the extinguishment of whole or part of the rights of secured or unsecured reorganization creditors or shareholders must establish the following:

一　発行する社債の総額

(i) the total amount of the bonds to be issued;

二　発行する各社債の金額

(ii) the amount of each bond to be issued;

三　発行する社債の利率

(iii) the interest rate for the bonds to be issued;

四　発行する社債の償還の方法及び期限

(iv) the means and due date for the redemption of the bonds to be issued;

五　会社法第六百七十六条第五号から第八号まで及び第十二号に掲げる事項

(v) the particulars stated in Article 676, item (v) through item (viii) and item (xii) of the Companies Act;

六　発行する社債が担保付社債であるときは、その担保権の内容及び担保付社債信託法第二条第一項に規定する信託契約の受託会社の商号

(vi) if the bonds to be issued are secured bonds, the content of the security right and the trade name of the trustee company under a trust agreement prescribed in Article 2, paragraph (1) of the Secured Bond Trust Act; and

七　更生債権者等又は株主に対する発行する社債の割当てに関する事項

(vii) the particulars concerning the allotment of the bonds to be issued to secured or unsecured reorganization creditors or shareholders.

（解散）

(Dissolution)

第百七十八条　解散に関する条項においては、その旨及び解散の時期を定めなければならない。ただし、合併による解散の場合は、この限りでない。

Article 178 Clauses concerning dissolution must determine dissolution and its scheduled time; provided, however, that this does not apply in the case of dissolution as a result of a merger.

（組織変更）

(Entity Conversion)

第百七十九条　持分会社への組織変更に関する条項においては、組織変更計画において定めるべき事項を定めなければならない。

Article 179 Clauses concerning the entity conversion into a membership company must define the particulars that should be prescribed in an entity conversion plan.

（吸収合併）

(Absorption-Type Mergers)

第百八十条　吸収合併（更生会社が消滅する吸収合併であって、吸収合併後存続する会社（以下「吸収合併存続会社」という。）が株式会社であるものに限る。以下この項において同じ。）に関する条項においては、次に掲げる事項を定めなければならない。

Article 180 (1) The following must be prescribed in clauses concerning an absorption-type merger (limited to an absorption-type merger in which the reorganizing company becomes extinct and the company that survives the absorption-type merger (referred to as the "company surviving the absorption-type merger") is a stock company; the same applies in this paragraph):

一　吸収合併契約において定めるべき事項

(i) particulars that should be prescribed in an absorption-type merger agreement;

二　吸収合併存続会社が吸収合併に際して更生債権者等に対して金銭その他の財産（以下「金銭等」という。）を交付するときは、当該金銭等についての次に掲げる事項

(ii) if the company surviving the absorption-type merger delivers money or other assets (referred to as "money or assets" below) to secured or unsecured reorganization creditors upon the absorption-type merger, the following particulars concerning the money or assets:

イ　当該金銭等が吸収合併存続会社の株式であるときは、当該株式の数（種類株式発行会社にあっては、株式の種類及び種類ごとの数）又はその数の算定方法並びに当該吸収合併存続会社の資本金及び準備金の額に関する事項

(a) If the money or assets includes shares of the company surviving the absorption-type merger, the number of the shares (in the case of a company with different classes of shares, the classes of shares and the number of shares of each class) or the means for calculating the number, and the particulars concerning the amount of the stated capital and reserves of the company surviving the absorption-type merger;

ロ　当該金銭等が吸収合併存続会社の社債（新株予約権付社債についてのものを除く。）であるときは、当該社債の種類及び種類ごとの各社債の金額の合計額又はその算定方法

(b) If the money or assets includes bonds of the company surviving the absorption-type merger (excluding those with respect to bonds with share options), the classes of the bonds and the total amount for each class of bonds, or the means of calculating the total amount;

ハ　当該金銭等が吸収合併存続会社の新株予約権（新株予約権付社債に付されたものを除く。）であるときは、当該新株予約権の内容及び数又はその算定方法

(c) If the money or assets includes share options of the company surviving the absorption-type merger (excluding those attached to bonds with share options), the content and number of the share options, or the means of calculating the number;

ニ　当該金銭等が吸収合併存続会社の新株予約権付社債であるときは、当該新株予約権付社債についてのロに規定する事項及び当該新株予約権付社債に付された新株予約権についてのハに規定する事項

(d) If the money or assets includes bonds with share options of the company surviving the absorption-type merger, the particulars prescribed in (b) concerning the bonds with share options and the particulars prescribed in (c) concerning the share options attached to the bonds with share options; or

ホ　当該金銭等が吸収合併存続会社の株式等（株式、社債及び新株予約権をいう。以下同じ。）以外の財産であるときは、当該財産の内容及び数若しくは額又はこれらの算定方法

(e) If the money or assets includes those other than shares and related assets (meaning shares, bonds, and share options; the same applies below) of the company surviving the absorption-type merger, the content and number or amount of the assets, or the means of calculating the number or amount;

三　前号に規定する場合には、更生債権者等に対する同号の金銭等の割当てに関する事項

(iii) in the case prescribed in the preceding item, the particulars concerning the allotment of the money or assets referred to in the same item to secured or unsecured reorganization creditors

２　吸収合併（更生会社が消滅する吸収合併であって、吸収合併存続会社が持分会社であるものに限る。以下この項において同じ。）に関する条項においては、次に掲げる事項を定めなければならない。

(2) The following must be prescribed in clauses concerning an absorption-type merger (limited to an absorption-type merger in which the reorganizing company becomes extinct and the company surviving the absorption-type merger is a membership company; the same applies in this paragraph):

一　吸収合併契約において定めるべき事項

(i) particulars that should be prescribed in an absorption-type merger agreement;

二　更生債権者等が吸収合併に際して吸収合併存続会社の社員となるときは、次のイからハまでに掲げる吸収合併存続会社の区分に応じ、当該イからハまでに定める事項

(ii) if secured or unsecured reorganization creditors become partners of the company surviving the absorption-type merger upon the conclusion of the merger, the particulars specified in (a) through (c) below for the categories of the company surviving the absorption-type merger stated in (a) through (c), respectively:

イ　合名会社　当該社員の氏名又は名称及び住所並びに出資の価額

(a) general partnership company: the names and addresses of the partners and the value of their contributions;

ロ　合資会社　当該社員の氏名又は名称及び住所、当該社員が無限責任社員又は有限責任社員のいずれであるかの別並びに当該社員の出資の価額

(b) limited partnership company: the names and addresses of the partners, whether the partners have unlimited liability or limited liability, and the value of their contributions; or

ハ　合同会社　当該社員の氏名又は名称及び住所並びに出資の価額

(c) limited liability company: the names and addresses of the partners and the value of their contributions;

三　吸収合併存続会社が吸収合併に際して更生債権者等に対して金銭等（吸収合併存続会社の持分を除く。）を交付するときは、当該金銭等についての次に掲げる事項

(iii) if the company surviving the absorption-type merger delivers money or assets (excluding the equity interests of the company surviving the absorption-type merger) to secured or unsecured reorganization creditors upon the absorption-type merger, the following particulars concerning the money or assets:

イ　当該金銭等が吸収合併存続会社の社債であるときは、当該社債の種類及び種類ごとの各社債の金額の合計額又はその算定方法

(a) if the money or assets includes bonds of the company surviving the absorption-type merger, the classes of the bonds and the total amount for each class of bonds, or the means of calculating the total amount;

ロ　当該金銭等が吸収合併存続会社の社債以外の財産であるときは、当該財産の内容及び数若しくは額又はこれらの算定方法

(b) if the money or assets includes assets other than bonds of the company surviving the absorption-type merger, the content and number or amount of the assets, or the means of calculating the number or amount; and

四　前号に規定する場合には、更生債権者等に対する同号の金銭等の割当てに関する事項

(iv) in the case prescribed in the preceding item, the particulars concerning the allotment of the money or assets referred to in the same item to secured or unsecured reorganization creditors

３　吸収合併（更生会社が吸収合併存続会社となるものに限る。）に関する条項においては、吸収合併契約において定めるべき事項を定めなければならない。

(3) Particulars that should be prescribed in an absorption-type merger agreement must be specified in clauses concerning an absorption-type merger (limited to a merger in which the reorganizing company becomes the company surviving the absorption-type merger).

（新設合併）

(Consolidation-Type Mergers)

第百八十一条　新設合併（更生会社が消滅する新設合併であって、新設合併により設立する会社（以下「新設合併設立会社」という。）が株式会社であるものに限る。以下この項において同じ。）に関する条項においては、次に掲げる事項を定めなければならない。

Article 181 (1) The following must be prescribed in clauses concerning a consolidation-type merger (limited to a consolidation-type merger in which the reorganizing company becomes extinct and the company that is incorporated in the consolidation-type merger (referred to as the "company incorporated in the consolidation-type merger" below) is a stock company; the same applies in this paragraph):

一　新設合併契約において定めるべき事項

(i) particulars that should be prescribed in a consolidation-type merger agreement;

二　新設合併設立会社が新設合併に際して更生債権者等に対して株式等を交付するときは、当該株式等についての次に掲げる事項

(ii) if the company incorporated in a consolidation-type merger delivers shares and related assets to secured or unsecured reorganization creditors upon the consolidation-type merger, the following particulars concerning the shares and related assets:

イ　当該株式等が新設合併設立会社の株式であるときは、当該株式の数（種類株式発行会社にあっては、株式の種類及び種類ごとの数）又はその数の算定方法並びに当該新設合併設立会社の資本金及び準備金の額に関する事項

(a) If the shares and related assets refer to shares of the company incorporated in the consolidation-type merger, the number of the shares (in the case of a company with different classes of shares, the classes of shares and the number of shares of each class), or the means of calculating the number, and the particulars concerning the amount of the stated capital and reserves of the company incorporated in the consolidation-type merger;

ロ　当該株式等が新設合併設立会社の社債（新株予約権付社債についてのものを除く。）であるときは、当該社債の種類及び種類ごとの各社債の金額の合計額又はその算定方法

(b) If the shares and related assets refer to bonds of the company incorporated in the consolidation-type merger (excluding those with respect to bonds with share options), the classes of the bonds and the total amount for each class of bonds, or the means of calculating the total amount;

ハ　当該株式等が新設合併設立会社の新株予約権（新株予約権付社債に付されたものを除く。）であるときは、当該新株予約権の内容及び数又はその算定方法

(c) If the shares and related assets refer to share options of the company incorporated in the consolidation-type merger (excluding those attached to bonds with share options), the content and number of the share options, or the means of calculating the number;

ニ　当該株式等が新設合併設立会社の新株予約権付社債であるときは、当該新株予約権付社債についてのロに規定する事項及び当該新株予約権付社債に付された新株予約権についてのハに規定する事項

(d) If the shares and related assets refer to bonds with share options of the company incorporated in the consolidation-type merger, the particulars prescribed in (b) concerning the bonds with share options and the particulars prescribed in (c) concerning the share options attached to the bonds with share options; or

三　前号に規定する場合には、更生債権者等に対する同号の株式等の割当てに関する事項

(iii) in the case prescribed in the preceding item, the particulars concerning the allotment of the shares and related assets referred to in that item to secured or unsecured reorganization creditors

２　新設合併（更生会社が消滅する新設合併であって、新設合併設立会社が持分会社であるものに限る。以下この項において同じ。）に関する条項においては、次に掲げる事項を定めなければならない。

(2) The following must be prescribed in clauses concerning a consolidation-type merger (limited to a consolidation-type merger in which the reorganizing company becomes extinct and the company incorporated in the consolidation-type merger is a membership company; the same applies in this paragraph):

一　新設合併契約において定めるべき事項

(i) the particulars that should be prescribed in a consolidation-type agreement;

二　更生債権者等が新設合併設立会社の社員となるときは、会社法第七百五十五条第一項第四号に掲げる事項

(ii) if secured or unsecured reorganization creditors become partners of the company incorporated in the consolidation-type merger, the particulars stated in Article 755, paragraph (1), item (iv) of the Companies Act;

三　新設合併設立会社が新設合併に際して更生債権者等に対して社債を交付するときは、当該社債の種類及び種類ごとの各社債の金額の合計額又はその算定方法

(iii) if the company incorporated in the consolidation-type merger delivers bonds to secured or unsecured reorganization creditors upon the conclusion of the merger, the classes of the bonds and the total amount for each class of bonds, or the means of calculating the total amount; and

四　前号に規定する場合には、更生債権者等に対する同号の社債の割当てに関する事項

(iv) in the case prescribed in the preceding item, the particulars concerning the allotment of the bonds referred to in the same item to secured or unsecured reorganization creditors.

（吸収分割）

(Absorption-Type Company Splits)

第百八十二条　吸収分割に関する条項においては、吸収分割契約において定めるべき事項を定めなければならない。

Article 182 Particulars that should be prescribed in an absorption-type company split agreement must be prescribed in clauses concerning an absorption-type company split.

（新設分割）

(Incorporation-Type Company Splits)

第百八十二条の二　新設分割に関する条項においては、新設分割計画において定めるべき事項を定めなければならない。

Article 182-2 Clauses concerning an incorporation-type company split must establish the particulars that should be prescribed in an incorporation-type company split plan.

（株式交換）

(Share Exchanges)

第百八十二条の三　株式交換（更生会社が株式交換をする株式会社（以下「株式交換完全子会社」という。）となる株式交換であって、その発行済株式の全部を取得する会社（以下「株式交換完全親会社」という。）が株式会社であるものに限る。以下この項において同じ。）に関する条項においては、次に掲げる事項を定めなければならない。

Article 182-3 (1) The following must be prescribed in clauses concerning a share exchange (limited to a share exchange in which the reorganizing company is the stock company that effects the share exchange (hereinafter referred to as the "wholly owned subsidiary company in share exchange") and the company that acquires all of its issued shares (hereinafter referred to as the "wholly owning parent company in share exchange") is a stock company; the same applies in this paragraph):

一　株式交換契約において定めるべき事項

(i) the particulars that should be prescribed in a share exchange agreement;

二　株式交換完全親会社が株式交換に際して更生債権者等に対して金銭等を交付するときは、当該金銭等についての次に掲げる事項

(ii) if the wholly-owning parent company in the share exchange delivers money, etc. to reorganization creditors, etc. upon the share exchange, the following particulars concerning the money, etc.:

イ　当該金銭等が株式交換完全親会社の株式であるときは、当該株式の数（種類株式発行会社にあっては、株式の種類及び種類ごとの数）又はその数の算定方法並びに当該株式交換完全親会社の資本金及び準備金の額に関する事項

(a) If the money or assets includes shares of the wholly-owning parent company in the share exchange, the number of the shares (in the case of a company with different classes of shares, the classes of shares and the number of shares of each class) or the means of calculating the number, and the particulars concerning the amount of stated capital and reserves of the wholly-owning parent company in the share exchange;

ロ　当該金銭等が株式交換完全親会社の社債（新株予約権付社債についてのものを除く。）であるときは、当該社債の種類及び種類ごとの各社債の金額の合計額又はその算定方法

(b) If the money or assets includes bonds of the wholly-owning parent company in the share exchange (excluding those with respect to bonds with share options), the classes of the bonds and the total amount for each class of bonds, or the means of calculating the total amount;

ハ　当該金銭等が株式交換完全親会社の新株予約権（新株予約権付社債に付されたものを除く。）であるときは、当該新株予約権の内容及び数又はその算定方法

(c) If the money or assets includes share options of the wholly-owning parent company in the share exchange (excluding those attached to bonds with share options), the content and number of the share options, or the means of calculating the number;

ニ　当該金銭等が株式交換完全親会社の新株予約権付社債であるときは、当該新株予約権付社債についてのロに規定する事項及び当該新株予約権付社債に付された新株予約権についてのハに規定する事項

(d) If the money or assets includes bonds with share options of the wholly-owning parent company in the share exchange, the particulars prescribed in (b) concerning the bonds with share options and the particulars prescribed in (c) concerning the share options attached to the bonds with share options; or

ホ　当該金銭等が株式交換完全親会社の株式等以外の財産であるときは、当該財産の内容及び数若しくは額又はこれらの算定方法

(e) If the money or assets includes assets other than shares and related assets of the wholly-owning parent company in the share exchange, the content and number or amount of the assets, or the means of calculating the number or amount;

三　前号に規定する場合には、更生債権者等に対する同号の金銭等の割当てに関する事項

(iii) in the case prescribed in the preceding item, the particulars concerning the allotment of the money or assets referred to in the same item to secured or unsecured reorganization creditors.

２　株式交換（更生会社が株式交換完全子会社となる株式交換であって、株式交換完全親会社が合同会社であるものに限る。以下この項において同じ。）に関する条項においては、次に掲げる事項を定めなければならない。

(2) The following must be specified in clauses concerning a share exchange (limited to a share exchange in which the reorganizing company becomes the wholly owned subsidiary company in the share exchange and the wholly owning parent company in the share exchange is a limited liability company; the same applies in this paragraph):

一　株式交換契約において定めるべき事項

(i) particulars that should be prescribed in a share exchange agreement;

二　更生債権者等が株式交換に際して株式交換完全親会社の社員となるときは、当該社員の氏名又は名称及び住所並びに出資の価額

(ii) if secured or unsecured reorganization creditors become, upon the share exchange, partners of the wholly owning parent company in share exchange, the names and addresses of the partners and the value of their contributions:

三　株式交換完全親会社が株式交換に際して更生債権者等に対して金銭等（株式交換完全親会社の持分を除く。）を交付するときは、当該金銭等についての次に掲げる事項

(iii) if the wholly owning parent company in share exchange delivers money or assets (excluding the equity interests of the wholly owning parent company in share exchange) to secured or unsecured reorganization creditors upon the share exchange, the following particulars concerning the money or assets:

イ　当該金銭等が当該株式交換完全親会社の社債であるときは、当該社債の種類及び種類ごとの各社債の金額の合計額又はその算定方法

(a) If the money or assets includes bonds of the wholly owning parent company in the share exchange, the classes of the bonds and the total amount for each class of bonds, or the means of calculating the total amount;

ロ　当該金銭等が当該株式交換完全親会社の社債以外の財産であるときは、当該財産の内容及び数若しくは額又はこれらの算定方法

(b) If the money or assets includes assets other than bonds of the wholly owning parent company in the share exchange, the content and number or amount of the assets, or the means of calculating the number or amount; and

四　前号に規定する場合には、更生債権者等に対する同号の金銭等の割当てに関する事項

(iv) in the case prescribed in the preceding item, the particulars concerning the allotment of the money or assets referred to in the same item to secured or unsecured reorganization creditors.

３　株式交換（更生会社が株式交換完全親会社となるものに限る。）に関する条項においては、株式交換契約において定めるべき事項を定めなければならない。

(3) Particulars that should be prescribed in a share exchange agreement must be prescribed in clauses concerning a share exchange (limited to the share exchanges in which the reorganizing company becomes the wholly owning parent company in the share exchange).

（株式移転）

(Share Transfers)

第百八十二条の四　株式移転に関する条項においては、次に掲げる事項を定めなければならない。

Article 182-4 The following must be prescribed in clauses concerning a share transfer:

一　株式移転計画において定めるべき事項

(i) the particulars that should be prescribed in a share transfer plan;

二　株式移転により設立する株式会社（以下「株式移転設立完全親会社」という。）が株式移転に際して更生債権者等に対して当該株式移転設立完全親会社の株式等を交付するときは、当該株式等についての次に掲げる事項

(ii) if the company that is incorporated through the share transfer (referred to as the "wholly-owning parent company incorporated through the share transfer" below) delivers shares and related assets of the wholly-owning parent company incorporated through the share transfer to secured or unsecured reorganization creditors upon the share transfer, the following particulars concerning the shares and related assets:

イ　当該株式等が株式移転設立完全親会社の株式であるときは、当該株式の数（種類株式発行会社にあっては、株式の種類及び種類ごとの数）又はその数の算定方法並びに当該株式移転設立完全親会社の資本金及び準備金の額に関する事項

(a) If the shares and related assets include shares of the wholly-owning parent company incorporated through the share transfer, the number of the shares (in the case of a company with different classes of shares, the classes of shares and the number of shares of each class), or the means of calculating the number, and the particulars concerning the amount of the stated capital and reserves of the wholly-owning parent company incorporated through the share transfer;

ロ　当該株式等が株式移転設立完全親会社の社債（新株予約権付社債についてのものを除く。）であるときは、当該社債の種類及び種類ごとの各社債の金額の合計額又はその算定方法

(b) If the shares and related assets include bonds of the wholly-owning parent company incorporated through the share transfer (excluding those with respect to bonds with share options), the classes of the bonds and the total amount for each class of bonds, or the means of calculating the total amount;

ハ　当該株式等が株式移転設立完全親会社の新株予約権（新株予約権付社債に付されたものを除く。）であるときは、当該新株予約権の内容及び数又はその算定方法

(c) If the shares and related assets include share options of the wholly-owning parent company incorporated through the share transfer (excluding those attached to bonds with share options), the content and number of the share options, or the means of calculating the number;

ニ　当該株式等が株式移転設立完全親会社の新株予約権付社債であるときは、当該新株予約権付社債についてのロに規定する事項及び当該新株予約権付社債に付された新株予約権についてのハに規定する事項

(d) If the shares and related assets include bonds with share options of the wholly-owning parent company incorporated through the share transfer, the particulars prescribed in (b) concerning the bonds with share options and the particulars prescribed in (c) concerning the share options attached to the bonds with share options; or

三　前号に規定する場合には、更生債権者等に対する同号の株式等の割当てに関する事項

(iii) in the case prescribed in the preceding item, the particulars concerning the allotment of the shares and related assets referred to in the same item to secured or unsecured reorganization creditors.

（新会社の設立）

(Incorporation of New Companies)

第百八十三条　株式会社の設立に関する条項においては、次に掲げる事項を定めなければならない。ただし、新設合併、新設分割又は株式移転により株式会社を設立する場合は、この限りでない。

Article 183 The following must be provided for in clauses concerning the incorporation of a stock company; provided, however, that this does not apply to the incorporation of a stock company through a consolidation-type merger, incorporation-type company split, or share transfer:

一　設立する株式会社（以下この条において「新会社」という。）についての会社法第二十七条第一号から第四号までに掲げる事項、新会社が発行することができる株式の総数並びに新会社の資本金及び資本準備金の額に関する事項

(i) the particulars stated in Article 27, item (i) through item (iv) of the Companies Act concerning the stock company to be incorporated (referred to as the "new company" in this Article), the total number of shares that may be issued by the new company, and the particulars concerning the amount of stated capital and capital reserves of the new company;

二　新会社の定款で定める事項（前号に掲げる事項に係るものを除く。）

(ii) the particulars prescribed in the articles of incorporation of the new company (excluding those related to the particulars stated in the preceding item);

三　新会社の設立時募集株式（会社法第五十八条第一項に規定する設立時募集株式をいう。以下同じ。）を引き受ける者の募集をするときは、同項各号に掲げる事項

(iii) if subscribers for shares solicited at incorporation (meaning shares solicited at incorporation prescribed in Article 58, paragraph (1) of the Companies Act; the same applies below) of the new company are solicited, the particulars stated in the items of the same paragraph;

四　第二百五条第一項の規定により、更生計画の定めに従い、更生債権者等又は株主の権利の全部又は一部が消滅した場合において、これらの者が会社法第五十九条第三項の申込みをしたときは新会社の設立時募集株式の払込金額の全部又は一部の払込みをしたものとみなすこととするときは、その旨

(iv) when whole or part of the rights of secured or unsecured reorganization creditors or shareholders have been extinguished as prescribed in the reorganization plan pursuant to the provisions of Article 205, paragraph (1), if it is provided that when the person has filed an application referred to in Article 59, paragraph (3) of the Companies Act, the person is deemed to have paid whole or part of the amount to be paid for shares solicited at incorporation of the new company, an indication of this;

五　更生計画により、更生債権者等又は株主に対して会社法第五十九条第三項の申込みをすることにより新会社の設立時募集株式の割当てを受ける権利を与えるときは、その旨及び当該設立時募集株式の引受けの申込みの期日

(v) if it is provided that if secured or unsecured reorganization creditors or shareholders are granted entitlement to the allotment of shares solicited at incorporation of the new company by filing an application referred to in Article 59, paragraph (3) of the Companies Act, an indication of this and the due date for application for subscription of the shares solicited at incorporation;

六　前号に規定する場合には、更生債権者等又は株主に対する設立時募集株式の割当てに関する事項

(vi) in the case prescribed in the preceding item, the particulars concerning the allotment of shares solicited at incorporation to secured or unsecured reorganization creditors or shareholders;

七　更生会社から新会社に移転すべき財産及びその額

(vii) the assets to be transferred from the reorganizing company to the new company and their value;

八　新会社の設立時取締役の氏名又はその選任の方法及び監査等委員会設置会社である場合には設立時監査等委員（会社法第三十八条第二項に規定する設立時監査等委員をいう。第十号において同じ。）である設立時取締役又はそれ以外の設立時取締役のいずれであるかの別

(viii) the names of directors at incorporation of the new company or the means of their election, and if the reorganization company is a company with supervisory committee, whether or not each director at incorporation is a supervisory committee member at incorporation (meaning the supervisory committee member at incorporation prescribed in Article 38, paragraph (2) of the Companies Act; the same applies in item (x));

九　次のイからホまでに掲げる場合の区分に応じ、当該イからホまでに定める事項

(ix) the particulars specified in (a) through (e) below for the cases stated in (a) through (e), respectively:

イ　新会社が代表取締役を定める場合　設立時代表取締役の氏名又はその選定の方法

(a) if the new company appoints representative directors: the names of the representative directors at incorporation or the means of their appointment;

ロ　新会社が会計参与設置会社である場合　設立時会計参与の氏名若しくは名称又はその選任の方法

(b) if the new company is a company with accounting advisors: the names of the accounting advisors at incorporation or the means of their election;

ハ　新会社が監査役設置会社（監査役の監査の範囲を会計に関するものに限定する旨の定款の定めがある株式会社を含む。）である場合　設立時監査役の氏名又はその選任の方法

(c) if the new company is a company with company auditors (including a stock company the articles of incorporation of which provide that the scope of the audit by its auditors will be limited to an audit related to accounting): the names of the company auditors at incorporation or the means of their election;

ニ　新会社が会計監査人設置会社である場合　設立時会計監査人の氏名若しくは名称又はその選任の方法

(d) if the new company is a company with financial auditors: the names of the financial auditors at incorporation or the means of their election; or

ホ　新会社が指名委員会等設置会社である場合　設立時委員、設立時執行役及び設立時代表執行役の氏名又はその選任若しくは選定の方法

(e) if the new company is a company with nominating committee, etc.: the names of the committee members at incorporation, executive officers at incorporation and representative executive officers at incorporation or the methods for their election or appointment;

十　新会社の設立時取締役（新会社が監査等委員会設置会社である場合にあっては、設立時監査等委員である設立時取締役又はそれ以外の設立時取締役）、設立時会計参与、設立時監査役、設立時代表取締役、設立時委員、設立時執行役、設立時代表執行役又は設立時会計監査人（第二百二十五条第五項において「設立時取締役等」という。）が新会社の成立後において取締役（新会社が監査等委員会設置会社である場合にあっては、監査等委員である取締役又はそれ以外の取締役）、会計参与、監査役、代表取締役、各委員会の委員、執行役、代表執行役又は会計監査人（同項において「新会社取締役等」という。）となった場合における当該新会社取締役等の任期

(x) when the new company's directors at incorporation (if the new company is a company with supervisory committee, directors at incorporation who are supervisory committee member at incorporation or other directors), accounting advisors at incorporation, auditors at incorporation, representative directors at incorporation, committee members at incorporation, executive officers at incorporation, representative executive officers at incorporation or financial auditors at incorporation (referred to as "directors at incorporation" in Article 225, paragraph (5)) become, after the incorporation of the new company, its directors, accounting advisors, auditors, representative directors (if the new company is a company with supervisory committee, directors who are supervisory committee members or other directors), members of respective committees, executive officers, representative executive officers, or financial auditors (referred to as "new company's directors." in the same paragraph), the respective terms of office of the new company's directors.;

十一　新会社が募集新株予約権を引き受ける者の募集をするときは、第百七十六条各号に掲げる事項

(xi) if the new company solicits subscribers for share options, the particulars stated in the items of Article 176;

十二　新会社が募集社債を引き受ける者の募集をするときは、第百七十七条各号に掲げる事項

(xii) If the new company solicits subscribers for bonds for subscription, the particulars stated in the items of Article 177; and

十三　新会社が更生債権者等又は株主の権利の全部又は一部の消滅と引換えに新会社の設立時発行株式、新株予約権又は社債の発行をするときは、第百七十七条の二に定める事項

(xiii) if the new company issues shares issued at incorporation, share options or bonds of the new company in exchange for the extinguishment of whole or part of the rights of secured or unsecured reorganization creditors or shareholders, the particulars specified in Article 177-2.

第二節　更生計画案の提出

Section 2 Submission of Proposed Reorganization Plans

（更生計画案の提出時期）

(Period for Submission of Proposed Reorganization Plans)

第百八十四条　管財人は、第百三十八条第一項に規定する債権届出期間の満了後裁判所の定める期間内に、更生計画案を作成して裁判所に提出しなければならない。

Article 184 (1) A trustee, within the period specified by the court after the expiration of the period for filing a proof of claims prescribed in Article 138, paragraph (1), must prepare a proposed reorganization plan and submit it to the court.

２　更生会社、届出をした更生債権者等又は株主は、裁判所の定める期間内に、更生計画案を作成して裁判所に提出することができる。

(2) The reorganizing company, a secured or unsecured reorganization creditor who filed a claim, or a shareholder may prepare a proposed reorganization plan and submit to the court within the period specified by the court.

３　前二項の期間（次項の規定により伸長された期間を除く。）の末日は、更生手続開始の決定の日から一年以内の日でなければならない。

(3) The last day of each of the periods referred to in the preceding two paragraphs (excluding any period as extended under the provisions of the following paragraph) must be within one year from the date of the ruling to commence reorganization.

４　裁判所は、特別の事情があるときは、申立てにより又は職権で、第一項又は第二項の規定により定めた期間を伸長することができる。

(4) If there are special circumstances, upon petition or by its own authority, the court may extend the period specified thereby pursuant to the provisions of paragraph (1) or paragraph (2).

（事業の全部の廃止を内容とする更生計画案）

(Proposed Reorganization Plan Aiming for Discontinuation of All Business)

第百八十五条　更生会社の事業を当該更生会社が継続し、又は当該事業を事業の譲渡、合併、会社分割若しくは株式会社の設立により他の者が継続することを内容とする更生計画案の作成が困難であることが更生手続開始後に明らかになったときは、裁判所は、前条第一項又は第二項に規定する者の申立てにより、更生会社の事業の全部の廃止を内容とする更生計画案の作成を許可することができる。ただし、債権者の一般の利益を害するときは、この限りでない。

Article 185 (1) If it becomes obvious, after the commencement of reorganization, that it is difficult for the reorganizing company itself, or for any other person through the transfer of business, or the merging, split or incorporation of a stock company, to prepare a proposed reorganization plan aiming for the continuation of the reorganizing company's business, upon the petition of any of the persons prescribed in paragraph (1) or paragraph (2) of the preceding Article, the court may permit preparation of a proposed reorganization plan for the discontinuation of all of the reorganizing company's business; provided, however, that this does not apply if this will harm the common interests of creditors.

２　裁判所は、更生計画案を決議に付する旨の決定をするまでは、いつでも前項本文の許可を取り消すことができる。

(2) The court may revoke the permission referred to in the main clause of the preceding paragraph at any time until it makes a ruling to refer the proposed reorganization plan to a resolution.

（更生計画案の修正）

(Revision of Proposed Reorganization Plans)

第百八十六条　更生計画案の提出者は、裁判所の許可を得て、更生計画案を修正することができる。ただし、更生計画案を決議に付する旨の決定がされた後は、この限りでない。

Article 186 The person that has submitted a proposed reorganization plan may revise the proposed reorganization plan with permission of the court; provided, however, that this does not apply after a ruling is made to refer a proposed reorganization plan to a resolution.

（行政庁の意見）

(Opinions of Administrative Agencies)

第百八十七条　裁判所は、行政庁の許可、認可、免許その他の処分を要する事項を定めた更生計画案については、当該事項につき当該行政庁の意見を聴かなければならない。前条の規定による修正があった場合における修正後の更生計画案についても、同様とする。

Article 187 In the case of a proposed reorganization plan which provides for the particulars that require permission, authorization, license, or any other disposition by an administrative agency, the court must hear opinions from the administrative agency concerned with regard to the particulars. The same applies to a proposed reorganization plan as revised under the provisions of the preceding Article.

（更生会社の労働組合等の意見）

(Opinions of the Reorganizing Company's Labor Union)

第百八十八条　裁判所は、更生計画案について、第四十六条第三項第三号に規定する労働組合等の意見を聴かなければならない。第百八十六条の規定による修正があった場合における修正後の更生計画案についても、同様とする。

Article 188 The court must hear opinions from the labor union or relevant representative prescribed in Article 46, paragraph (3), item (iii) with regard to a proposed reorganization plan. The same applies to a proposed reorganization plan as revised under the provisions of Article 186.

第三節　更生計画案の決議

Section 3 Resolution on Proposed Reorganization Plans

（決議に付する旨の決定）

(Rulings to Refer to Resolution)

第百八十九条　更生計画案の提出があったときは、裁判所は、次の各号のいずれかに該当する場合を除き、当該更生計画案を決議に付する旨の決定をする。

Article 189 (1) If a proposed reorganization plan is submitted, the court makes a ruling to refer the proposed reorganization plan to a resolution, except in a case that falls any of the following items:

一　第百四十六条第三項に規定する一般調査期間が終了していないとき。

(i) if the general period for investigation prescribed in Article 146, paragraph (3) has not yet expired;

二　管財人が第八十四条第一項の規定による報告書の提出又は第八十五条第一項の規定による関係人集会における報告をしていないとき。

(ii) if a trustee has not submitted a written report under the provisions of Article 84, paragraph (1) or made a report at a stakeholders meeting under the provisions of Article 85, paragraph (1);

三　裁判所が更生計画案について第百九十九条第二項各号（第四号を除く。）に掲げる要件のいずれかを満たさないものと認めるとき。

(iii) if the court finds that the proposed reorganization plan fails to satisfy any of the requirements stated in the items of Article 199, paragraph (2) (excluding item (iv)); and

四　第二百三十六条第二号の規定により更生手続を廃止するとき。

(iv) if the court discontinues reorganization pursuant to the provisions of Article 236, item (ii).

２　裁判所は、前項の決議に付する旨の決定において、議決権を行使することができる更生債権者等又は株主（以下この節において「議決権者」という。）の議決権行使の方法及び第百九十三条第二項（同条第三項において準用する場合を含む。）の規定により議決権の不統一行使をする場合における裁判所に対する通知の期限を定めなければならない。この場合においては、議決権行使の方法として、次に掲げる方法のいずれかを定めなければならない。

(2) When making a ruling to refer to a resolution referred to in the preceding paragraph, the court must specify the means available to secured or unsecured reorganization creditors or shareholders that may exercise voting rights (referred to as "voting right holders" in this Section) for exercising their voting rights, and set a time limit for giving a notice to the court in the case of diverse exercise of a voting right under the provisions of Article 193, paragraph (2) (including cases where applied mutatis mutandis pursuant to paragraph (3) of the same Article). In this case, any of the following means must be designated as that for exercising a voting right:

一　関係人集会の期日において議決権を行使する方法

(i) the means of exercising a voting right on the date of a stakeholders meeting;

二　書面等投票（書面その他の最高裁判所規則で定める方法のうち裁判所の定めるものによる投票をいう。）により裁判所の定める期間内に議決権を行使する方法

(ii) the means of exercising a voting right by voting by document, etc. (meaning voting by document or any other means specified by the Rules of the Supreme Court) within a period specified by the court; or

三　前二号に掲げる方法のうち議決権者が選択するものにより議決権を行使する方法。この場合においては、前号の期間の末日は、第一号の関係人集会の期日より前の日でなければならない。

(iii) the means of exercising a voting right by either of the means stated in the preceding two items as chosen by voting right holders. In this case, the last day of the period referred to in the preceding item must precede the date of a stakeholders meeting referred to in item (i).

３　裁判所は、第一項の決議に付する旨の決定をした場合には、前項前段に規定する期限を公告し、かつ、当該期限及び更生計画案の内容又はその要旨を第百十五条第一項本文に規定する者（同条第二項に規定する者を除く。）に通知しなければならない。

(3) When it has made a ruling to refer to a resolution referred to in paragraph (1), the court must give a public notice of the time limit prescribed in the first sentence of the preceding paragraph and give a notice of the time limit and the content of the proposed reorganization plan or their outline to the persons prescribed in the main clause of Article 115, paragraph (1) (excluding those prescribed in paragraph (2) of the same Article).

４　裁判所は、議決権行使の方法として第二項第二号又は第三号に掲げる方法を定めたときは、その旨を公告し、かつ、議決権者に対して、同項第二号に規定する書面等投票は裁判所の定める期間内に限りすることができる旨を通知しなければならない。

(4) When it has designated either of the means stated in paragraph (2), item (ii) or item (iii) as the means of exercising a voting right, the court must give a public notice to that effect, and must give a notice to voting right holders to the effect that voting by document, etc. prescribed in item (ii) of the same paragraph will be allowed only within a period specified by the court.

５　裁判所は、議決権行使の方法として第二項第二号に掲げる方法を定めた場合において、第百十四条第一項各号に掲げる者（同条第二項の規定により同条第一項前段の申立てをすることができない者を除く。）が前項の期間内に更生計画案の決議をするための関係人集会の招集の申立てをしたときは、議決権行使の方法につき、当該定めを取り消して、第二項第一号又は第三号に掲げる方法を定めなければならない。

(5) If the court has designated the means stated in paragraph (2), item (ii) as the means of exercising a voting right, if any of the persons stated in the items of Article 114, paragraph (1) (excluding the person that may not file a petition referred to in the first sentence of paragraph (1) of the same Article pursuant to the provisions of paragraph (2) of the same Article) has filed, within the period referred to in the preceding paragraph, a petition for convocation of a stakeholders meeting aimed for adopting a resolution on a proposed reorganization plan, the court must rescind the designation of the means of exercising a voting right, and designate the means stated in paragraph (2), item (i) or item (iii) instead.

（社債権者の議決権の行使に関する制限）

(Restrictions on Bondholders Exercising Voting Rights)

第百九十条　更生債権等である社債を有する社債権者は、当該社債について第四十三条第一項第五号に規定する社債管理者等がある場合には、次の各号のいずれかに該当する場合に限り、当該社債について議決権を行使することができる。

Article 190 (1) A bondholder that has a corporate bond which is a secured or unsecured reorganization claim, if there is any bond administrator or trustee company prescribed in Article 43, paragraph (1), item (v) for the corporate bond, may exercise voting rights based on the corporate bond, only in a case that falls any of the following items:

一　当該社債について更生債権等の届出をしたとき、又は届出名義の変更を受けたとき。

(i) if the bondholder has filed a proof of secured or unsecured reorganization claim or received a change of the name of the holder of a filed claim with regard to the corporate bond in question;

二　当該社債管理会社等が当該社債について更生債権等の届出をした場合において、更生計画案を決議に付する旨の決定があるまでに、裁判所に対し、当該社債について議決権を行使する意思がある旨の申出をしたとき（当該申出のあった更生債権等である社債について次項の規定による申出名義の変更を受けた場合を含む。）。

(ii) if the bond administration company, etc. has filed a proof of a secured or unsecured reorganization claim with regard to the corporate bond in question, and before a ruling is made to refer a proposed reorganization plan to a resolution, has made an offer to the court to the effect that the company has the intention of exercising its voting right based on the corporate bond (including when the bond administration company, etc., with regard to a corporate bond which is a secured or unsecured reorganization claim and for which such an offer is made, has received a change of the name of the potential voter under the provisions of the following paragraph).

２　前項第二号に規定する申出のあった更生債権等である社債を取得した者は、申出名義の変更を受けることができる。

(2) A person that has acquired a corporate bond which is a secured or unsecured reorganization claim and for which an offer prescribed in item (ii) of the preceding paragraph is made may receive a change of the name of the potential voter.

３　更生債権等である社債につき、更生計画案の決議における議決権の行使についての会社法第七百六条第一項の社債権者集会の決議が成立したとき又は同項ただし書の定めがあるときは、第一項の社債権者（同項各号のいずれかに該当するものに限る。）は、同項の規定にかかわらず、当該更生計画案の決議において議決権の行使をすることができない。

(3) A bondholder referred to in paragraph (1) (limited to one that falls under any of the items of the same paragraph), notwithstanding the provisions of the same paragraph, may not exercise their voting right for a resolution of the proposed reorganization plan when, with regard to the exercise of a voting right for a resolution on a proposed reorganization plan based on a corporate bond which is a secured or unsecured reorganization claim , a resolution at a bondholders meeting referred to in Article 706, paragraph (1) of the Companies Act is adopted or there exists a provisions referred to in the proviso to Article 706, paragraph (1) of the same Act.

（関係人集会が開催される場合における議決権の額又は数の定め方等）

(Determining the Amount or Number of Voting Rights in Stakeholders Meetings)

第百九十一条　裁判所が議決権行使の方法として第百八十九条第二項第一号又は第三号に掲げる方法を定めた場合においては、管財人、届出をした更生債権者等又は株主は、関係人集会の期日において、届出をした更生債権者等又は株主の議決権につき異議を述べることができる。ただし、第百五十条第一項の規定によりその額が確定した届出をした更生債権者等の議決権については、この限りでない。

Article 191 (1) When the court designates either of the means stated in Article 189, paragraph (2), item (i) or item (iii) as the that of exercising a voting right, a trustee, a secured or unsecured reorganization creditor who filed a claim, or a shareholder may make an objection on the date of a stakeholders meeting with regard to the voting rights of secured or unsecured reorganization creditors who filed claims or shareholders; provided, however, that this does not apply to a voting right held by a secured or unsecured reorganization creditor who filed a claim the amount of which has been determined pursuant to the provisions of Article 150, paragraph (1).

２　前項本文に規定する場合においては、議決権者は、次の各号に掲げる区分に応じ、当該各号に定める額又は数に応じて、議決権を行使することができる。

(2) In the case prescribed in the main clause of the preceding paragraph, voting right holders may exercise their voting rights in accordance with the amount or number specified in each of the following items for the categories stated in the respective items:

一　第百五十条第一項の規定によりその額が確定した議決権を有する届出をした更生債権者等　確定した額

(i) a secured or unsecured reorganization creditor who filed a claim that has a voting right the amount of which has been determined pursuant to the provisions of Article 150, paragraph (1): the amount thus determined;

二　前項本文の異議のない議決権を有する届出をした更生債権者等　届出の額

(ii) a secured or unsecured reorganization creditor who filed a claim that has a voting right without objection referred to in the main clause of the preceding paragraph: The amount filed;

三　前項本文の異議のない議決権を有する株主　株主名簿に記載され、若しくは記録され、又は第百六十五条第三項の許可において定める数

(iii) a shareholder that has a voting right without objection referred to in the main clause of the preceding paragraph: the number entered or recorded in the shareholder registry or specified by the permission referred to in Article 165, paragraph (3); and

四　前項本文の異議のある議決権を有する届出をした更生債権者等又は株主　裁判所が定める額又は数。ただし、裁判所が議決権を行使させない旨を定めたときは、議決権を行使することができない。

(iv) a secured or unsecured reorganization creditor who filed a claim or a shareholder that has a voting right subject to objection referred to in the main clause of the preceding paragraph: the amount or number specified by the court; provided, however, that the secured or unsecured reorganization creditor who filed a claim or shareholder may not exercise their voting right if the court has decided not to allow them to exercise the voting right.

３　裁判所は、利害関係人の申立てにより又は職権で、いつでも前項第四号の規定による決定を変更することができる。

(3) Upon the petition of an interested person or by its own authority, the court may change the ruling made under the provisions of item (iv) of the preceding paragraph at any time.

（関係人集会が開催されない場合における議決権の額又は数の定め方等）

(Means for Determining of the Amount or Number of Voting Rights if a Stakeholders Meeting Is Not Held)

第百九十二条　裁判所が議決権行使の方法として第百八十九条第二項第二号に掲げる方法を定めた場合においては、議決権者は、次の各号に掲げる区分に応じ、当該各号に定める額又は数に応じて、議決権を行使することができる。

Article 192 (1) When the court designates the means stated in Article 189, paragraph (2), item (ii) as that for exercising a voting right, voting right holders may exercise their voting rights in accordance with the amount or number specified in each of the following items for the categories stated in the respective items:

一　第百五十条第一項の規定によりその額が確定した議決権を有する届出をした更生債権者等　確定した額

(i) a secured or unsecured reorganization creditor who filed a claim that has a voting right the amount of which has been determined pursuant to the provisions of Article 150, paragraph (1): the amount thus determined;

二　届出をした更生債権者等（前号に掲げるものを除く。）　裁判所が定める額。ただし、裁判所が議決権を行使させない旨を定めたときは、議決権を行使することができない。

(ii) a secured or unsecured reorganization creditor who filed a claim (excluding one stated in the preceding item): the amount specified by the court; provided, however, that such a secured or unsecured reorganization creditor who filed a claim may not exercise their voting right if the court has decided not to allow them to exercise the voting right; and

三　株主　株主名簿に記載され、若しくは記録され、又は第百六十五条第三項の許可において定める数

(iii) a shareholder: the number entered or recorded in the shareholder registry or specified by the permission referred to in Article 165, paragraph (3).

２　裁判所は、利害関係人の申立てにより又は職権で、いつでも前項第二号の規定による決定を変更することができる。

(2) Upon the petition of an interested person or by its own authority, the court may change the ruling made under item (ii) of the preceding paragraph at any time.

（議決権の行使の方法等）

(Means of Exercising Voting Rights)

第百九十三条　議決権者は、代理人をもってその議決権を行使することができる。

Article 193 (1) Voting right holders may exercise their voting rights by proxy.

２　議決権者は、その有する議決権を統一しないで行使することができる。この場合においては、第百八十九条第二項前段に規定する期限までに、裁判所に対してその旨を書面で通知しなければならない。

(2) Each voting right holder may exercise their voting right diversely. In this case, they must give a notice to the court in writing to that effect by the time limit prescribed in the first sentence of Article 189, paragraph (2).

３　前項の規定は、第一項に規定する代理人が委任を受けた議決権（自己の議決権を有するときは、当該議決権を含む。）を統一しないで行使する場合について準用する。

(3) The provisions of the preceding paragraph apply mutatis mutandis when the proxy prescribed in paragraph (1) diversely exercises voting rights vested therein (if the proxy has their own voting right, the voting right is included).

（基準日による議決権者の確定）

(Determining Voting Right Holders as of a Record Date)

第百九十四条　裁判所は、相当と認めるときは、更生計画案を決議に付する旨の決定と同時に、一定の日（以下この条において「基準日」という。）を定めて、基準日における更生債権者表、更生担保権者表又は株主名簿に記載され、又は記録されている更生債権者等又は株主を議決権者と定めることができる。

Article 194 (1) The court, if finding it appropriate, upon making a ruling to refer a proposed reorganization plan to a resolution, may designate a certain day (referred to as the "record date" in this Article) and determine the secured or unsecured reorganization creditors or shareholders recorded in the schedule of reorganization creditors or schedule of secured reorganization creditors or the shareholder registry as of the record date as voting right holders.

２　裁判所は、基準日を公告しなければならない。この場合において、基準日は、当該公告の日から二週間を経過する日以後の日でなければならない。

(2) The court must give a public notice of the record date. In this case, the record date will be on or after the day on which two weeks elapsed since the date of public notice.

（議決権を行使することができない者）

(Persons That May Not Exercise Voting Rights)

第百九十五条　更生計画によって影響を受けない権利又は第二百条第二項の規定によりその保護が定められている権利を有する者は、議決権を行使することができない。

Article 195 Persons that hold rights that will not be affected by a reorganization plan or rights that are protected pursuant to the provisions of Article 200, paragraph (2) may not exercise their voting rights.

（更生計画案の可決の要件）

(Requirements for Approval of Proposed Reorganization Plans)

第百九十六条　更生計画案の決議は、第百六十八条第一項各号に掲げる種類の権利又は次項の規定により定められた種類の権利を有する者に分かれて行う。

Article 196 (1) A resolution on a proposed reorganization plan will be adopted separately by the persons that hold the types of rights stated in the items of Article 168, paragraph (1) or by the persons that hold the types of rights specified under the provisions of the following paragraph.

２　裁判所は、相当と認めるときは、二以上の第百六十八条第一項各号に掲げる種類の権利を一の種類の権利とし、又は一の当該各号に掲げる種類の権利を二以上の種類の権利とすることができる。ただし、更生債権、更生担保権又は株式は、それぞれ別の種類の権利としなければならない。

(2) The court, if finding it appropriate, may categorize two or more types of rights stated in the items of Article 168, paragraph (1) as one type of right, or categorize each of the types of rights stated in those items into two or more types of rights; provided, however, that reorganization claims, secured reorganization claims, or shares must be treated as separate types of rights.

３　裁判所は、更生計画案を決議に付する旨の決定をするまでは、前項本文の決定を変更し、又は取り消すことができる。

(3) The court may modify or set aside the ruling referred to in the main clause of the preceding paragraph until it makes a ruling to refer the proposed reorganization plan to a resolution.

４　前二項の規定による決定があった場合には、その裁判書を議決権者に送達しなければならない。ただし、関係人集会の期日において当該決定の言渡しがあったときは、この限りでない。

(4) If a ruling is made under the provisions of the preceding two paragraphs, the written judgment must be served upon the voting right holders; provided, that this does not apply where the ruling is rendered on the date of a stakeholders meeting.

５　更生計画案を可決するには、第一項に規定する種類の権利ごとに、当該権利についての次の各号に掲げる区分に応じ、当該各号に定める者の同意がなければならない。

(5) In order to approve a proposed reorganization plan, consent is required from the persons specified in the following items for the categories stated in the respective items for each of the types of rights prescribed in paragraph (1)

一　更生債権　議決権を行使することができる更生債権者の議決権の総額の二分の一を超える議決権を有する者

(i) reorganization claims: persons that hold voting rights that account for more than half of the total amount of voting rights held by secured or unsecured reorganization creditors that may exercise their voting rights;

二　更生担保権　次のイからハまでに掲げる区分に応じ、当該イからハまでに定める者

(ii) secured reorganization claims: the persons specified in (a) through (c) below for the categories stated in (a) through (c) respectively:

イ　更生担保権の期限の猶予の定めをする更生計画案　議決権を行使することができる更生担保権者の議決権の総額の三分の二以上に当たる議決権を有する者

(a) proposed reorganization plans which provide for the extension of the terms of secured reorganization claims: persons that hold voting rights that account for not less than two-thirds of the total amount of voting rights held by secured reorganization creditors that may exercise their voting rights;

ロ　更生担保権の減免の定めその他期限の猶予以外の方法により更生担保権者の権利に影響を及ぼす定めをする更生計画案　議決権を行使することができる更生担保権者の議決権の総額の四分の三以上に当たる議決権を有する者

(b) proposed reorganization plans which provide for the reduction and release of debts for secured reorganization claims or provide for measures that may affect the rights of secured reorganization creditors other than the extension of terms: persons that hold voting rights that account for not less than three-fourths of the total amount of voting rights held by secured reorganization creditors that may exercise their voting rights; and

ハ　更生会社の事業の全部の廃止を内容とする更生計画案　議決権を行使することができる更生担保権者の議決権の総額の十分の九以上に当たる議決権を有する者

(c) proposed reorganization plans which aim for the discontinuation of the entire business of the reorganizing company: persons that hold voting rights that account for not less than nine-tenths of the total amount of voting rights held by secured reorganization creditors that may exercise their voting rights; and

三　株式　議決権を行使することができる株主の議決権の総数の過半数に当たる議決権を有する者

(iii) shares: persons that hold voting rights that account for the majority of the total number of voting rights held by shareholders that may exercise their voting rights.

（更生計画案の変更）

(Modification of Reorganization Plans)

第百九十七条　更生計画案の提出者は、議決権行使の方法として第百八十九条第二項第一号又は第三号に掲げる方法が定められた場合には、更生債権者等及び株主に不利な影響を与えないときに限り、関係人集会において、裁判所の許可を得て、当該更生計画案を変更することができる。

Article 197 When either of the means stated in Article 189, paragraph (2), item (i) or item (iii) is designated as that for exercising a voting right, the person that has submitted a proposed reorganization plan, with permission of the court, may modify the proposed reorganization plan at a stakeholders meeting as long as it does not adversely affect secured or unsecured reorganization creditors and shareholders.

（関係人集会の期日の続行）

(Continuance of the Date of a Stakeholders Meeting)

第百九十八条　更生計画案についての議決権行使の方法として第百八十九条第二項第一号又は第三号に掲げる方法が定められ、かつ、当該更生計画案が可決されるに至らなかった場合において、関係人集会の期日の続行につき、第百九十六条第一項に規定する種類の権利ごとに、当該権利についての次の各号に掲げる区分に応じ当該各号に定める者の同意があったときは、裁判所は、管財人、更生会社若しくは議決権者の申立てにより又は職権で、続行期日を定めて言い渡さなければならない。ただし、続行期日において当該更生計画案が可決される見込みがないことが明らかである場合は、この限りでない。

Article 198 (1) When either of the means stated in Article 189, paragraph (2), item (i) or item (iii) has been designated as those for exercising a voting right on a proposed reorganization plan, and the proposed reorganization plan has not been approved, if consents for the continuation of the stakeholders meeting are obtained from the persons specified in the following items for the categories stated in the respective items for each of the types of rights prescribed in Article 196, paragraph (1), the court, upon the petition of a trustee, the reorganizing company or a voting right holder or by its own authority, must designate and render the further date; provided, however, that this does not apply when it is obvious that the proposed reorganization plan is unlikely to be approved on the further date:

一　更生債権　議決権を行使することができる更生債権者の議決権の総額の三分の一以上に当たる議決権を有する者

(i) reorganization claims: persons that hold voting rights that account for not less than one-third of the total amount of voting rights held by secured or unsecured reorganization creditors that may exercise their voting rights;

二　更生担保権　議決権を行使することができる更生担保権者の議決権の総額の二分の一を超える議決権を有する者

(ii) secured reorganization claims: persons that hold voting rights that account for more than half of the total amount of voting rights held by secured reorganization creditors that may exercise their voting rights; or

三　株式　議決権を行使することができる株主の議決権の総数の三分の一以上に当たる議決権を有する者

(iii) shares: persons that hold voting rights that account for not less than one-third of the total number of voting rights held by shareholders entitled to vote.

２　前項本文の場合において、同項本文の更生計画案の可決は、当該更生計画案が決議に付された最初の関係人集会の期日から二月以内にされなければならない。

(2) In the case referred to in the main clause of the preceding paragraph, approval of a proposed reorganization plan referred to in the main clause of the same paragraph must be made within two months from the date of the first stakeholders meeting to which the proposed reorganization plan has been referred for a resolution.

３　裁判所は、必要があると認めるときは、更生計画案の提出者の申立てにより又は職権で、前項の期間を伸長することができる。ただし、その期間は、一月を超えることができない。

(3) The court, if finding it necessary, upon the petition of the person who has submitted a proposed reorganization plan or by its own authority, may extend the period referred to in the preceding paragraph; provided, however, that an extension must not exceed one month.

第四節　更生計画の認可又は不認可の決定

Section 4 Rulings Confirming or Disconfirming Reorganization Plans

（更生計画認可の要件等）

(Requirements for Rulings Confirming Reorganization Plans)

第百九十九条　更生計画案が可決されたときは、裁判所は、更生計画の認可又は不認可の決定をしなければならない。

Article 199 (1) If a proposed reorganization plan is approved, the court must make a ruling confirming or disconfirming the reorganization plan.

２　裁判所は、次に掲げる要件のいずれにも該当する場合には、更生計画認可の決定をしなければならない。

(2) The court must make a ruling confirming the reorganization plan if all of the following requirements are met:

一　更生手続又は更生計画が法令及び最高裁判所規則の規定に適合するものであること。

(i) the reorganization or the reorganization plan comply with provisions of laws and regulations as well as the Rules of the Supreme Court;

二　更生計画の内容が公正かつ衡平であること。

(ii) the content of the reorganization plan is fair and equitable;

三　更生計画が遂行可能であること。

(iii) the reorganization plan is feasible for implementation;

四　更生計画の決議が誠実かつ公正な方法でされたこと。

(iv) the resolution on the reorganization plan has been adopted in a fair and sincere manner;

五　他の会社と共に第四十五条第一項第七号に掲げる行為を行うことを内容とする更生計画については、前項の規定による決定の時において、当該他の会社が当該行為を行うことができること。

(v) in the case of a reorganization plan which aims for conducting the act stated in Article 45, paragraph (1), item (vii) jointly with another company, the other company is able to conduct the act at the time when the ruling is made under the provisions of the preceding paragraph; and

六　行政庁の許可、認可、免許その他の処分を要する事項を定めた更生計画については、第百八十七条の規定による当該行政庁の意見と重要な点において反していないこと。

(vi) in the case of a reorganization plan which provides for the particulars that require permission, authorization, license, or any other disposition by an administrative agency, the reorganization plan is not in conflict with the opinions on important points heard from the administrative agency concerned under the provisions of Article 187.

３　更生手続が法令又は最高裁判所規則の規定に違反している場合であっても、その違反の程度、更生会社の現況その他一切の事情を考慮して更生計画を認可しないことが不適当と認めるときは、裁判所は、更生計画認可の決定をすることができる。

(3) Even if the reorganization contravenes provisions of laws and regulations or the Rules of the Supreme Court, the court may make a ruling confirming the reorganization plan if finding it inappropriate not to confirm the reorganization plan, while taking into consideration the degree of the contravention, the current status of the reorganizing company and any other circumstances concerned.

４　裁判所は、前二項又は次条第一項の規定により更生計画認可の決定をする場合を除き、更生計画不認可の決定をしなければならない。

(4) The court must make a ruling disconfirming the reorganization plan except where it makes a ruling confirming the reorganization plan pursuant to the provisions of the preceding two paragraphs or paragraph (1) of the following Article.

５　第百十五条第一項本文に規定する者及び第四十六条第三項第三号に規定する労働組合等は、更生計画を認可すべきかどうかについて、意見を述べることができる。

(5) The persons prescribed in the main clause of Article 115, paragraph (1) and the labor union or relevant representative prescribed in Article 46, paragraph (3), item (iii) may state their opinions with regard to whether or not the reorganization plan should be confirmed.

６　更生計画の認可又は不認可の決定があった場合には、その主文、理由の要旨及び更生計画又はその要旨を公告しなければならない。

(6) If a ruling confirming or disconfirming the reorganization plan is made, a public notice must be given with regard to the main text of the order and the outline of the reasons attached thereto, and the reorganization plan or their outline.

７　前項に規定する場合には、同項の決定があった旨を第四十六条第三項第三号に規定する労働組合等に通知しなければならない。

(7) In the case prescribed in the preceding paragraphs, the labor union or relevant representative prescribed in Article 46, paragraph (3), item (iii) must be given a notice to the effect that the ruling referred to in the preceding paragraph is made.

（同意を得られなかった種類の権利がある場合の認可）

(Confirmation by Holders of Certain Type of Rights without Consent)

第二百条　第百九十六条第一項に規定する種類の権利の一部に同条第五項の要件を満たす同意を得られなかったものがあるため更生計画案が可決されなかった場合においても、裁判所は、更生計画案を変更し、同意が得られなかった種類の権利を有する者のために次に掲げる方法のいずれかにより当該権利を保護する条項を定めて、更生計画認可の決定をすることができる。

Article 200 (1) Even if a proposed reorganization plan is not approved due to the fact that consent has not been obtained as required under Article 196, paragraph (5) among holders of any of the types of rights prescribed in paragraph (1) of the same Article, the court may make a ruling confirming the reorganization plan by modifying the proposed reorganization plan and specifying, in the interest of the holders of the type of rights among whom consent has not been obtained, a clause to protect the rights by any of the following means:

一　更生担保権者について、その更生担保権の全部をその担保権の被担保債権として存続させ、又はその担保権の目的である財産を裁判所が定める公正な取引価額（担保権による負担がないものとして評価するものとする。）以上の価額で売却し、その売得金から売却の費用を控除した残金で弁済し、又はこれを供託すること。

(i) in the interest of secured reorganization creditors, by having the whole of each secured reorganization claim continue to exist as a claim to be secured by the security right, or by selling the assets that is the subject matter of the security right at a fair market price determined by the court (evaluated as if there were no security right) or higher price, and paying the secured reorganization claim with the money that remains after deducting the expenses for the sale from the proceeds or making a statutory deposit of the remaining money;

二　更生債権者については破産手続が開始された場合に配当を受けることが見込まれる額、株主については清算の場合に残余財産の分配により得ることが見込まれる利益の額を支払うこと。

(ii) in the interest of reorganization creditors, by paying the amount of distribution that they are expected to receive if bankruptcy proceedings are commenced; in the interest of shareholders, by paying the amount of profit that they are expected to obtain from the distribution of the residual assets upon liquidation;

三　当該権利を有する者に対して裁判所の定めるその権利の公正な取引価額を支払うこと。

(iii) by paying the persons that hold the type of rights in question a fair market price of the rights determined by the court; or

四　その他前三号に準じて公正かつ衡平に当該権利を有する者を保護すること。

(iv) by taking other measures to protect the persons that hold the type of rights in question in a fair and equitable manner in line with the preceding three items.

２　更生計画案について、第百九十六条第一項に規定する種類の権利の一部に、同条第五項の要件を満たす同意を得られないことが明らかなものがあるときは、裁判所は、更生計画案の作成者の申立てにより、あらかじめ、同意を得られないことが明らかな種類の権利を有する者のために前項各号に掲げる方法のいずれかにより当該権利を保護する条項を定めて、更生計画案を作成することを許可することができる。

(2) If it is obvious that for a proposed reorganization plan, consent will not be obtained as required under Article 196, paragraph (5) among holders of any of the types of rights prescribed in paragraph (1) of the same Article, the court, upon the petition of the person that is to prepare a proposed reorganization plan, may permit that a proposed reorganization plan will be prepared by specifying, in advance, in the interest of the holders of the type of rights among which consent will not be obtained, a clause to protect the rights by any of the methods stated in the items of the preceding paragraph.

３　前項の申立てがあったときは、裁判所は、申立人及び同意を得られないことが明らかな種類の権利を有する者のうち一人以上の意見を聴かなければならない。

(3) If the petition referred to in the preceding paragraph is filed, the court must hear opinions from the petitioner and at least one of the holders of the type of rights among whom consent obviously will not be obtained.

（更生計画の効力発生の時期）

(Time When Reorganization Plans Come Into Effect)

第二百一条　更生計画は、認可の決定の時から、効力を生ずる。

Article 201 Reorganization plans come into effect as of the time when a ruling confirming the relevant plan is made.

（更生計画認可の決定等に対する即時抗告）

(Immediate Appeals against Orders Confirming Reorganization Plans)

第二百二条　更生計画の認可又は不認可の決定に対しては、即時抗告をすることができる。

Article 202 (1) An immediate appeal may be filed against a ruling confirming or disconfirming a reorganization plan.

２　前項の規定にかかわらず、次の各号に掲げる場合には、それぞれ当該各号に定める者は、更生計画の内容が第百六十八条第一項第四号から第六号までに違反することを理由とする場合を除き、即時抗告をすることができない。

(2) Notwithstanding the provisions of the preceding paragraph, in the cases stated in the following items, the persons specified in the respective items may not file an immediate appeal except on the grounds that the content of the reorganization plan is in violation of Article 168, paragraph (1), item (iv) through item (vi):

一　更生会社が更生手続開始の時においてその財産をもって約定劣後更生債権に優先する債権に係る債務を完済することができない状態にある場合　約定劣後更生債権を有する者

(i) if the reorganizing company, at the time of commencement of reorganization, is unable to pay its debts in full with its assets with regard to claims that take preference over consensually-subordinated reorganization claims: holders of consensually-subordinated reorganization claims; or

二　更生会社が更生手続開始の時においてその財産をもって債務を完済することができない状態にある場合　株主

(ii) if the reorganizing company, at the time of commencement of reorganization, is unable to pay its debts in full with its assets: shareholders.

３　議決権を有しなかった更生債権者等又は株主が第一項の即時抗告をするには、更生債権者等又は株主であることを疎明しなければならない。

(3) A secured or unsecured reorganization creditor or shareholder that held no voting right, when filing an immediate appeal referred to in paragraph (1), must make a prima facie showing to the effect that they are a secured or unsecured reorganization creditor or shareholder.

４　第一項の即時抗告は、更生計画の遂行に影響を及ぼさない。ただし、抗告裁判所又は更生計画認可の決定をした裁判所は、同項の決定の取消しの原因となることが明らかな事情及び更生計画の遂行によって生ずる償うことができない損害を避けるべき緊急の必要があることにつき疎明があったときは、抗告人の申立てにより、当該即時抗告につき決定があるまでの間、担保を立てさせて、又は立てさせないで、当該更生計画の全部又は一部の遂行を停止し、その他必要な処分をすることができる。

(4) The immediate appeal referred to in paragraph (1) does not affect the implementation of the reorganization plan; provided, however, that if a prima facie showing is made with regard to the obvious circumstances under which the ruling referred to in the same paragraph should be set aside as well as the urgent necessity to avoid any damage which may be caused by the implementation of the reorganization plan to the extent that compensation cannot be made, the appellate court or the court that made the order confirming the reorganization plan, upon the petition of the appellant, may stay the implementation of whole or part of the reorganization plan or make any other necessary disposition, while requiring or not requiring the provision of security, until a ruling is made on the immediate appeal.

５　前二項の規定は、第一項の即時抗告についての裁判に対する第十三条において準用する民事訴訟法第三百三十六条の規定による抗告及び同法第三百三十七条の規定による抗告の許可の申立てについて準用する。

(5) The provisions of the preceding two paragraphs apply mutatis mutandis to an appeal under the provisions of Article 336 of the Code of Civil Procedure and to a petition for permission for appeal under the provisions of Article 337 of the Code, both provisions applied mutatis mutandis pursuant to Article 13, which are filed against a judicial decision on the immediate appeal referred to in paragraph (1).

第八章　更生計画認可後の手続

Chapter VIII Proceedings After the Confirmation of Reorganization Plans

第一節　更生計画認可の決定の効力

Section 1 Effect of a Ruling Confirming Reorganization Plans

（更生計画の効力範囲）

(Scope of the Effect of Reorganization Plans)

第二百三条　更生計画は、次に掲げる者のために、かつ、それらの者に対して効力を有する。

Article 203 (1) A reorganization plan will be effective in the interest of or against the following persons:

一　更生会社

(i) the reorganizing company;

二　すべての更生債権者等及び株主

(ii) all secured or unsecured reorganization creditors and shareholders;

三　更生会社の事業の更生のために債務を負担し、又は担保を提供する者

(iii) any person that has incurred a debt or provided security for the reorganization of the reorganizing company's business;

四　更生計画の定めるところにより更生会社が組織変更をした後の持分会社

(iv) the membership company into which the reorganizing company has been converted pursuant to the provisions of the reorganization plan; and

五　更生計画の定めるところにより新設分割（他の会社と共同してするものを除く。）、株式移転（他の株式会社と共同してするものを除く。）又は第百八十三条に規定する条項により設立される会社

(v) the company to be incorporated through an incorporation-type company split (excluding one conducted jointly with another company), share transfer (excluding one conducted jointly with another stock company) or under the clauses prescribed in Article 183, pursuant to the provisions of the reorganization plan.

２　更生計画は、更生債権者等が更生会社の保証人その他更生会社と共に債務を負担する者に対して有する権利及び更生会社以外の者が更生債権者等のために提供した担保に影響を及ぼさない。

(2) A reorganization plan does not affect any rights held by secured or unsecured reorganization creditors against the reorganizing company's guarantor or any other person that owes debts jointly with the reorganizing company, and any security provided by persons other than the reorganizing company in the interest of secured or unsecured reorganization creditors.

（更生債権等の免責等）

(Discharge from Reorganization Claims)

第二百四条　更生計画認可の決定があったときは、次に掲げる権利を除き、更生会社は、全ての更生債権等につきその責任を免れ、株主の権利及び更生会社の財産を目的とする担保権は全て消滅する。

Article 204 (1) When a ruling of confirmation of a reorganization plan is made, the reorganizing company will be discharged from its liabilities for all secured or unsecured reorganization claims, except for the following rights, and all of the shareholders' rights and security rights existing on the reorganizing company's assets will be extinguished:

一　更生計画の定め又はこの法律の規定によって認められた権利

(i) rights approved pursuant to the provisions of the reorganization plan or provisions of this Act;

二　更生手続開始後に更生会社の取締役等（取締役、会計参与、監査役、代表取締役、執行役、代表執行役、清算人又は代表清算人をいう。）又は使用人であった者で、更生計画認可の決定後も引き続きこれらの職に在職しているものの退職手当の請求権

(ii) claims for severance pay held by persons who were, as of the time after the commencement of reorganization, the reorganizing company's directors, etc. (meaning directors, accounting advisors, auditors, representative directors, executive officers, representative executive officers, liquidators, or representative liquidators ) or employees, and who continue to hold these posts after the order confirming the reorganization plan;

三　第百四十二条第二号に規定する更生手続開始前の罰金等の請求権

(iii) claims for a fine or court costs arising prior to the commencement of reorganization prescribed in Article 142, item (ii); and

四　租税等の請求権（共助対象外国租税の請求権を除く。）のうち、これを免れ、若しくは免れようとし、不正の行為によりその還付を受け、又は徴収して納付し、若しくは納入すべきものを納付せず、若しくは納入しなかったことにより、更生手続開始後懲役若しくは罰金に処せられ、又は国税犯則取締法（明治三十三年法律第六十七号）第十四条第一項（地方税法（昭和二十五年法律第二百二十六号）において準用する場合を含む。）の規定による通告の旨を履行した場合における、免れ、若しくは免れようとし、還付を受け、又は納付せず、若しくは納入しなかった額の租税等の請求権で届出のないもの

(iv) claims for right to impose taxes or other charges (excluding a claim for foreign taxes subject to mutual assistance), for which the reorganizing company or its members has been subject to imprisonment or a fine after the commencement of reorganization for avoiding or attempting to avoid payment of the claim, receiving a refund or collecting and paying the claim by wrongful conduct, or failing to pay the claim which is to be paid, or the reorganizing company, when it received notice under the provisions of Article 14, paragraph (1) of the National Tax Violations Control Act (Act No. 67 of 1900) (including cases where applied mutatis under the Local Tax Act (Act No. 226 of 1950)), has avoided or attempted to avoid payment of the claim, received refund or failed to pay the claim, if the claims have not been filed.

２　更生計画認可の決定があったときは、前項第三号及び第四号に掲げる請求権については、更生計画で定められた弁済期間が満了する時（その期間の満了前に更生計画に基づく弁済が完了した場合にあっては、弁済が完了した時）までの間は、弁済をし、弁済を受け、その他これを消滅させる行為（免除を除く。）をすることができない。

(2) If a ruling of confirmation of the reorganization plan is made, with regard to the claims stated in item (iii) and item (iv) of the preceding paragraph, it is not permissible to make or receive payment or conduct any other act to cause the claim to be extinguished (excluding a release) until the payment period specified in the reorganization plan expires (or until payment based on the reorganization plan is completed if this occurs prior to the expiration of the period).

３　第一項の規定にかかわらず、共助対象外国租税の請求権についての同項の規定による免責及び担保権の消滅の効力は、租税条約等実施特例法第十一条第一項の規定による共助との関係においてのみ主張することができる。

(3) Notwithstanding the provisions of paragraph (1), the effect of discharge and extinguishment of security rights under the provisions of the same paragraph with regard to a claim for a foreign tax subject to mutual assistance may be asserted only in relation to the mutual assistance under the provisions of Article 11, paragraph (1) of the Act on Special Provisions for the Enforcement of Tax Treaties.

（届出をした更生債権者等の権利の変更）

(Modification of Rights of Secured or Unsecured Reorganization Creditors who Filed Claims)

第二百五条　更生計画認可の決定があったときは、届出をした更生債権者等及び株主の権利は、更生計画の定めに従い、変更される。

Article 205 (1) If a ruling confirming the reorganization plan is made, the rights of secured or unsecured reorganization creditors who filed claims and those of shareholders will be modified as prescribed in the reorganization plan.

２　届出をした更生債権者等は、その有する更生債権等が確定している場合に限り、更生計画の定めによって認められた権利を行使することができる。

(2) Holders of filed secured or unsecured reorganization claims, only where their claims have been determined, may exercise their rights approved pursuant to the provisions of the reorganization plan.

３　更生計画の定めによって株主に対し権利が認められた場合には、更生手続に参加しなかった株主も、更生計画の定めによって認められた権利を行使することができる。

(3) If rights of shareholders are approved pursuant to the provisions of the reorganization plan, shareholders that did not participate in the reorganization may also exercise their rights approved pursuant to the provisions of the reorganization plan.

４　会社法第百五十一条から第百五十三条までの規定は、株主が第一項の規定による権利の変更により受けるべき金銭等について準用する。

(4) The provisions of Article 151 through Article 153 of the Companies Act apply mutatis mutandis to money or assets to be received by shareholders as a result of the modification of rights under paragraph (1).

５　第一項の規定にかかわらず、共助対象外国租税の請求権についての同項の規定による権利の変更の効力は、租税条約等実施特例法第十一条第一項の規定による共助との関係においてのみ主張することができる。

(5) Notwithstanding the provisions of paragraph (1), the effect of modification of rights under the provisions of the same paragraph with regard to a claim for a foreign tax subject to mutual assistance may be asserted only in relation to the mutual assistance under the provisions of Article 11, paragraph (1) of the Act on Special Provisions for the Enforcement of Tax Treaties.

（更生計画の条項の更生債権者表等への記載等）

(Entry of Clauses of Reorganization Plans in the Schedule of Reorganization Creditors)

第二百六条　更生計画認可の決定が確定したときは、裁判所書記官は、更生計画の条項を更生債権者表及び更生担保権者表に記載しなければならない。

Article 206 (1) When a ruling confirming the reorganization plan becomes final and binding, a court clerk must make an entry of the clauses of the reorganization plan in the schedule of reorganization creditors and the schedule of secured or unsecured reorganization creditors.

２　前項の場合には、更生債権等に基づき更生計画の定めによって認められた権利については、その更生債権者表又は更生担保権者表の記載は、更生会社、第二百三条第一項第四号に掲げる持分会社、同項第五号に掲げる会社、更生債権者等、更生会社の株主及び更生会社の事業の更生のために債務を負担し、又は担保を提供する者に対して、確定判決と同一の効力を有する。

(2) In the case referred to in the preceding paragraph, with regard to the rights approved pursuant to the provisions of the reorganization plan based on secured or unsecured reorganization claims, the relevant entries in the schedule of reorganization creditors or the schedule of secured reorganization creditors have the same effect as a final and binding judgment against the reorganizing company, the membership company stated in Article 203, paragraph (1), item (iv), the company stated in item (v) of the same paragraph, secured or unsecured reorganization creditors, the reorganizing company's shareholders, and any person that assumes a debt or provides security for the reorganization of the reorganizing company's business.

（租税等の時効の進行の停止）

(Suspension of Prescription for Tax)

第二百七条　更生計画認可の決定があったときは、租税等の請求権（共助対象外国租税の請求権を除く。）についての時効は、第百六十九条第一項の規定により納税の猶予又は滞納処分による財産の換価の猶予がされている期間中は、進行しない。

Article 207 If a ruling confirming the reorganization plan is made, the prescription for a claim a right to impose taxes or other charges (excluding a claim for a foreign tax subject to mutual assistance) does not run during the grace period for payment of the claim or for realization of assets through the disposition to collect arrears pursuant to the provisions of Article 169, paragraph (1).

（中止した手続等の失効）

(Expiration of Stayed Proceedings)

第二百八条　更生計画認可の決定があったときは、第五十条第一項の規定により中止した破産手続、再生手続（当該再生手続において、民事再生法第三十九条第一項の規定により中止した破産手続並びに同法第二十六条第一項第二号に規定する再生債権に基づく強制執行等の手続及び同項第五号に規定する再生債権に基づく外国租税滞納処分を含む。）、第二十四条第一項第二号に規定する強制執行等の手続、企業担保権の実行手続、同項第六号に規定する外国租税滞納処分及び財産開示手続は、その効力を失う。ただし、第五十条第五項の規定により続行された手続又は処分については、この限りでない。

Article 208 If a ruling confirming the reorganization plan is made, the bankruptcy proceedings, the rehabilitation proceedings (including the bankruptcy proceedings, the procedure for enforcement or related action based on a rehabilitation claim prescribed in Article 26, paragraph (1), item (ii) of the Civil Rehabilitation Act and the disposition to collect foreign tax arrears based on a rehabilitation claim prescribed in item (v) of the same paragraph, which have been stayed during the rehabilitation proceedings pursuant to the provisions of Article 39, paragraph (1) of the same Act), the procedure for enforcement or related action prescribed in Article 24, paragraph (1), item (ii), the procedure for the exercise of the security right on whole company assets, the disposition to collect foreign tax arrears prescribed in item (vi) of the same paragraph, and the assets disclosure procedure, all of which are stayed pursuant to the provisions of Article 50, paragraph (1), cease to be effective; provided, however, that this does not apply to the proceedings or dispositions continued pursuant to the provisions of Article 50, paragraph (5).

第二節　更生計画の遂行

Section 2 Implementation of the Reorganization Plans

（更生計画の遂行）

(Implementation of the Reorganization Plans)

第二百九条　更生計画認可の決定があったときは、管財人は、速やかに、更生計画の遂行又は更生会社の事業の経営並びに財産の管理及び処分の監督を開始しなければならない。

Article 209 (1) If a ruling confirming the reorganization plan is made, a trustee must promptly commence the implementation of the reorganization plan or the supervision of the management of the reorganizing company's business and the administration and disposition of the company's assets.

２　管財人は、第二百三条第一項第五号に掲げる会社の更生計画の実行を監督する。

(2) A trustee supervises the implementation of the reorganization plan by the company stated in Article 203, paragraph (1), item (v).

３　管財人は、前項に規定する会社の設立時取締役、設立時監査役、取締役、会計参与、監査役、執行役、会計監査人、業務を執行する社員、清算人及び使用人その他の従業者並びにこれらの者であった者に対して当該会社の業務及び財産の状況につき報告を求め、又は当該会社の帳簿、書類その他の物件を検査することができる。

(3) A trustee may request any of directors at incorporation, auditors at incorporation, directors, accounting advisors, auditors, executive officers, financial auditors, partners who execute the business, liquidators, and employees and other workers of the company prescribed in the preceding paragraph, and persons who held those posts, to report on the status of the company's business and assets, or may inspect the company's books, documents and any other objects.

４　裁判所は、更生計画の遂行を確実にするため必要があると認めるときは、管財人（第七十二条第四項前段の規定により更生会社の機関がその権限を回復したときは、更生会社）又は更生会社の事業の更生のために債務を負担し、若しくは担保を提供する者に対し、次に掲げる者のために、相当な担保を立てるべきことを命ずることができる。

(4) The court, if finding it necessary in order to ensure the implementation of the reorganization plan, may order a trustee (or the reorganizing company if the organs of the reorganizing company have restored their powers pursuant to the provisions of the first sentence of Article 72, paragraph (4)) or any person that assumes a debt or provides security for the reorganization of the reorganizing company's business, to provide reasonable security in the interest of the following persons:

一　更生計画の定め又はこの法律の規定によって認められた権利を有する者

(i) persons that hold the rights approved pursuant to the provisions of the reorganization plan or provisions of this Act; and

二　第百五十一条第一項本文に規定する異議等のある更生債権等でその確定手続が終了していないものを有する者

(ii) persons that hold the disputed secured or unsecured reorganization claims prescribed in the main clause of Article 151, paragraph (1) for which finalization proceedings have not yet been closed.

５　民事訴訟法第七十六条、第七十七条、第七十九条及び第八十条の規定は、前項の担保について準用する。

(5) The provisions of Article 76, Article 77, Article 79 and Article 80 of the Code of Civil Procedure apply mutatis mutandis to the security referred to in the preceding paragraph.

（株主総会の決議等に関する法令の規定等の排除）

(Exclusion of Provisions of Laws and Regulations on Resolutions of Shareholders Meetings)

第二百十条　更生計画の遂行については、会社法その他の法令又は定款の規定にかかわらず、更生会社又は第百八十三条に規定する条項により設立される株式会社の株主総会の決議その他の機関の決定を要しない。

Article 210 (1) 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.

２　更生計画の遂行については、会社法その他の法令の規定にかかわらず、更生会社又は第百八十三条に規定する条項により設立される株式会社の株主又は新株予約権者は、更生会社又は同条に規定する条項により設立される株式会社に対し、自己の有する株式又は新株予約権を買い取ることを請求することができない。

(2) In the course of the implementation of a reorganization plan, notwithstanding the provisions of the Companies Act and other laws and regulations, no shareholders or holders of share options of the reorganizing company or the stock company to be incorporated under the clauses prescribed in Article 183 may demand that the reorganizing company or the stock company to be incorporated under the clauses prescribed in the same Article purchases their shares or share options.

３　更生計画の遂行については、会社法第八百二十八条、第八百二十九条及び第八百四十六条の二の規定にかかわらず、更生会社又は第百八十三条に規定する条項により設立される株式会社の株主等（同法第八百二十八条第二項第一号に規定する株主等をいう。）、新株予約権者、破産管財人又は債権者は、同法第八百二十八条第一項各号に掲げる行為の無効の訴え、同法第八百二十九条各号に掲げる行為が存在しないことの確認の訴え又は同法第八百四十六条の二第二項に規定する売渡株式等の取得の無効の訴えを提起することができない。

(3) In the course of the implementation of a reorganization plan, notwithstanding the provisions of Article 828, Article 829 and Article 846-2 of the Companies Act, no shareholders, etc. (meaning shareholders, etc. prescribed in Article 828, paragraph (2), item (i) of the same Act), holders of share options, bankruptcy trustee or creditors of the reorganizing company or the stock company to be incorporated under the clauses prescribed in Article 183 may file an action seeking invalidation of any of the acts stated in the items of Article 828, paragraph (1) of the same Act or an action for declaratory judgment of absence of any of the acts stated in the items of Article 829 of the same Act or an action seeking invalidation of the acquisition of the shares subject to the cash-out prescribed in Article 846-2, paragraph (2) of that Act.

（更生会社の取締役等に関する特例）

(Special Provisions for Directors of Reorganization Company)

第二百十一条　第百七十三条の規定により更生計画において取締役（更生会社が監査等委員会設置会社である場合にあっては、監査等委員である取締役又はそれ以外の取締役。以下この項及び次項において同じ。）、会計参与、監査役、代表取締役、各委員会の委員、執行役、代表執行役、会計監査人、清算人又は代表清算人の氏名又は名称を定めたときは、これらの者は、更生計画認可の決定の時に、それぞれ、取締役、会計参与、監査役、代表取締役、各委員会の委員、執行役、代表執行役、会計監査人、清算人又は代表清算人となる。

Article 211 (1) If a reorganization plan, pursuant to the provisions of Article 173, provides for the names of the directors(if the reorganization company is a company with supervisory committee, directors who are supervisory committee members or other directors; the same applies in this paragraph and the following paragraph), accounting advisors, auditors, representative directors, members of respective committees, executive officers, representative executive officers, financial auditors, liquidators, or representative liquidators, these persons, at the time of the order confirming the reorganization plan, become directors, accounting advisors, auditors, representative directors, members of respective committees, executive officers, representative executive officers, financial auditors, liquidators, or representative liquidators, respectively.

２　第百七十三条の規定により更生計画において取締役、会計参与、監査役、執行役、会計監査人又は清算人の選任の方法を定めたときは、これらの者の選任は、更生計画に定める方法による。

(2) If a reorganization plan, pursuant to the provisions of Article 173, provides for the methods for election of directors, accounting advisors, auditors, executive officers, financial auditors, or liquidators, the election of these persons will be carried out by the means prescribed in the reorganization plan.

３　第百七十三条第一項第二号から第四号まで若しくは第八号又は第二項第二号の規定により更生計画において代表取締役、各委員会の委員、代表執行役又は代表清算人の選定の方法を定めたときは、これらの者の選定は、更生計画に定める方法による。

(3) If a reorganization plan, pursuant to the provisions of Article 173, paragraph (1), item (ii) through item (iv) or item (viii) or paragraph (2), item (ii), provides for the means for appointment of representative directors, members of respective committees, representative executive officers or representative liquidators, the appointment of these persons will be carried out by the means prescribed in the reorganization plan.

４　更生会社の従前の取締役、会計参与、監査役、執行役、会計監査人又は清算人は、更生計画認可の決定の時に退任する。ただし、第一項の規定により引き続き取締役、会計参与、監査役、執行役、会計監査人又は清算人となることを妨げない。

(4) The former directors, accounting advisors, auditors, executive officers, financial auditors, or liquidators of the reorganizing company resign at the time of the order confirming the reorganization plan; provided, however, that this does not preclude these persons from continuing to serve as directors, accounting advisors, auditors, executive officers, financial auditors, or liquidators pursuant to the provisions of paragraph (1).

５　前項の規定は、更生会社の従前の代表取締役、各委員会の委員、代表執行役又は代表清算人について準用する。

(5) The provisions of the preceding paragraph apply mutatis mutandis to the former representative directors, members of respective committees, representative executive officers, or representative liquidators of the reorganizing company.

６　第一項から第三項までの規定により取締役、会計参与、監査役、執行役、会計監査人又は清算人に選任された者の任期及びこれらの規定により代表取締役、各委員会の委員、代表執行役又は代表清算人に選定された者の任期は、更生計画の定めるところによる。

(6) The terms of office of the persons elected as directors, accounting advisors, auditors, executive officers, financial auditors, or liquidators pursuant to the provisions of paragraph (1) through paragraph (3) and the terms of office of the persons appointed as representative directors, members of respective committees, representative executive officers, or representative liquidators pursuant to these provisions will be set as prescribed in the reorganization plan.

（株式の併合に関する特例）

(Special Provisions for Consolidation of Shares)

第二百十一条の二　第百七十四条第一号の規定により更生計画において更生会社が株式の併合をすることを定めた場合には、会社法第百八十二条の二及び第百八十二条の三の規定は、適用しない。

Article 211-2 Where a reorganization plan, pursuant to the provision of Article 174, item (i), provides that the reorganization company will consolidate its shares, the provisions of Article 182-2 and Article 182-3 of the Companies Act do not apply.

（資本金又は準備金の額の減少に関する特例）

(Special Provisions for Reduction of Amounts of Stated Capital or Reserves)

第二百十二条　第百七十四条第三号の規定により更生計画において更生会社の資本金又は準備金の額の減少をすることを定めた場合には、会社法第四百四十九条及び第七百四十条の規定は、適用しない。

Article 212 If a reorganization plan, pursuant to the provisions of Article 174, item (iii), establishes that the amount of the reorganizing company's stated capital or reserves will be reduced, the provisions of Article 449 and Article 740 of the Companies Act do not apply.

（定款の変更に関する特例）

(Special Provisions for Amendment of Articles of Incorporation)

第二百十三条　第百七十四条第五号の規定により更生計画において更生会社の定款を変更することを定めた場合には、その定款の変更は、更生計画認可の決定の時に、その効力を生ずる。ただし、その効力発生時期について更生計画において別段の定めをしたときは、その定めるところによる。

Article 213 If a reorganization plan, pursuant to the provisions of Article 174, item (v), provides that the reorganizing company's articles of incorporation will be amended, the amendment of the articles of incorporation will become effective at the time of the order confirming the reorganization plan; provided, however, that if the reorganization plan otherwise provides for the time of the amendment taking effect, the provisions prevail.

（事業譲渡等に関する特例）

(Special Provision for Transferring Business)

第二百十三条の二　第百七十四条第六号の規定により更生計画において事業譲渡等（会社法第四百六十七条第一項第一号又は第二号に掲げる行為に限る。）をすることを定めた場合には、同法第二十三条の二の規定及び同法第二十四条第一項の規定により読み替えて適用する商法第十八条の二の規定は、更生会社の債権者については、適用しない。

Article 213-2 If a reorganization plan, pursuant to the provision of Article 174, item (vi), provides that the transferring of business (limited to the acts stated in Article 467, paragraph (1), item (i) or item (ii) of the Companies Act) will be conducted, the provisions of Article 23-2 of that Act and of Article 18-2 of the Commercial Code as applied pursuant to the provision of Article 24, paragraph (1) of that Act after deemed replacement do not apply to creditors of the reorganization company.

（更生会社による株式の取得に関する特例）

(Special Provision for a Reorganization Company's Acquisition of Its Shares)

第二百十四条　第百七十四条の二の規定により更生計画において更生会社が株式を取得することを定めた場合には、更生会社は、同条第二号の日に、同条第一号の株式を取得する。

Article 214 If a reorganization plan, pursuant to the provisions of Article 174-2, provides that the reorganizing company will acquire its shares, the reorganizing company acquires the shares referred to in item (i) of the same Article on the day referred to in item (ii) of the same Article.

（株式等売渡請求に係る売渡株式等の取得に関する特例）

(Special Provisions for Acquisition of Shares and Related Assets Subject to Cash-out Involved in Demand for Share Cash-Out)

第二百十四条の二　第百七十四条の三の規定により更生計画において更生会社の特別支配株主が株式等売渡請求に係る売渡株式等の取得をすることを定めた場合には、会社法第百七十九条の五、第百七十九条の七及び第百七十九条の八の規定は、適用しない。

Article 214-2 Where a reorganization plan, pursuant to the provisions of Article 174-3, provides that the special controlling shareholder of the reorganization company will acquire the shares subject to the cash-out involved in the demand for share cash-out, the provisions of Article 179-5, Article 179-7 and Article 179-8 of the Companies Act do not apply.

（募集株式を引き受ける者の募集に関する特例）

(Special Provisions for Solicitation of Subscribers for Shares for Subscription)

第二百十五条　第百七十五条の規定により更生計画において更生会社が募集株式を引き受ける者の募集をすることを定めた場合には、株主に対して会社法第二百二条第一項第一号の募集株式の割当てを受ける権利を与える旨の定款の定めがあるときであっても、株主に対して当該権利を与えないで募集株式を発行することができる。

Article 215 (1) If a reorganization plan, pursuant to the provisions of Article 175, provides that the reorganizing company will solicit subscribers for shares for subscription, the reorganizing company may issue shares for subscription without granting entitlement to the allotment of shares for subscription referred to in Article 202, paragraph (1), item (i) of the Companies Act to shareholders, even when there are the provisions in the articles of incorporation that shareholders will be granted the entitlement.

２　第百七十五条第三号の規定により更生計画において更生債権者等又は株主に対して同号の募集株式の割当てを受ける権利を与える旨を定めた場合には、更生会社は、これらの者に対し、次に掲げる事項を通知し、かつ、当該権利を有する更生債権者等の更生債権等につき無記名式の新株予約権証券若しくは無記名式の社債券が発行されているとき又は社債、株式等の振替に関する法律（平成十三年法律第七十五号）第四章の規定（同法その他の法令において準用する場合を含む。）の適用があるときは、次に掲げる事項を公告しなければならない。

(2) If a reorganization plan, pursuant to the provisions of Article 175, item (iii), provides that secured or unsecured reorganization creditors or shareholders will be granted entitlement to the allotment of shares for subscription referred to in the same item, the reorganizing company must give a notice of the following particulars to these persons, and if bearer share option certificates or bearer bond certificates are issued for the secured or unsecured reorganization claims held by those entitled secured or unsecured reorganization creditors or the provisions of Chapter IV of the Act on Book-Entry Transfer of Corporate Bonds and Shares (Act No. 75 of 2001) (including cases where applied mutatis mutandis pursuant to the same Act and other laws and regulations) apply to the secured or unsecured reorganization claims, the reorganizing company must also give a public notice of the following particulars:

一　当該更生債権者等又は株主が割当てを受ける募集株式の数（種類株式発行会社にあっては、募集株式の種類及び数）

(i) the number of the shares for subscription to be allotted to the secured or unsecured reorganization creditors or shareholders (in the case of a company with different classes of shares, the class and number of shares for subscription);

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(ii) the due date referred to in Article 175, item (iii); and

三　第百七十五条第三号の募集株式の割当てを受ける権利を譲り渡すことができる旨

(iii) the statement that entitlement to the allotment of shares for subscription referred to in Article 175, item (iii) may be assigned to others.

３　前項の規定による通知又は公告は、同項第二号の期日の二週間前にしなければならない。

(3) The notice or public notice given under the provisions of the preceding paragraph must be given two weeks prior to the due date referred to in item (ii) of the paragraph.

４　第百七十五条第三号の募集株式の割当てを受ける権利を有する者は、更生会社が第二項の規定による通知又は公告をしたにもかかわらず、同項第二号の期日までに募集株式の引受けの申込みをしないときは、当該権利を失う。

(4) Persons that have entitlement to the allotment of shares for subscription referred to in Article 175, item (iii) lose their entitlement if, despite the notice or public notice given by the reorganizing company under the provisions of paragraph (2), they have not applied for subscription for shares for subscription by the due date referred to in item (ii) of the same paragraph.

５　第二項に規定する場合において、第百七十五条第三号の募集株式の割当てを受ける権利を有する更生債権者等又は株主がその割当てを受ける募集株式の数に一株に満たない端数があるときは、これを切り捨てるものとする。

(5) In the case prescribed in paragraph (2), if the number of the shares for subscription to be allotted to the secured or unsecured reorganization creditors or shareholders that have entitlement to the allotment of shares for subscription referred to in Article 175, item (iii) includes a fractional share, that fractional share is to be disregarded

６　第一項に規定する場合には、会社法第百九十九条第五項、第二百七条、第二百十条及び第二編第二章第八節第六款の規定は、適用しない。

(6) In the case prescribed in paragraph (1), the provisions of Article 199, item (v), Article 207, Article 210, and Part II, Chapter II, Section 8, Subsection 6 of the Companies Act do not apply.

（募集新株予約権を引き受ける者の募集に関する特例）

(Special Provisions for Solicitation of Subscribers for Share Options)

第二百十六条　前条第一項の規定は、株主に対して会社法第二百四十一条第一項第一号の募集新株予約権の割当てを受ける権利を与える旨の定款の定めがある場合について準用する。

Article 216 (1) The provisions of paragraph (1) of the preceding Article apply mutatis mutandis when there are provisions in the articles of incorporation that shareholders will be granted entitlement to the allotment of share options referred to in Article 241, paragraph (1), item (i) of the Companies Act.

２　第百七十六条第三号の規定により更生計画において更生債権者等又は株主に対して同号の募集新株予約権の割当てを受ける権利を与える旨を定めた場合には、更生会社は、これらの者に対し、次に掲げる事項を通知し、かつ、当該権利を有する更生債権者等の更生債権等につき無記名式の新株予約権証券若しくは無記名式の社債券が発行されているとき又は社債、株式等の振替に関する法律第四章の規定（同法その他の法令において準用する場合を含む。）の適用があるときは、次に掲げる事項を公告しなければならない。

(2) If a reorganization plan, pursuant to the provisions of Article 176, item (iii), provides that secured or unsecured reorganization creditors or shareholders will be granted entitlement to the allotment of share options referred to in the same item, the reorganizing company must give a notice of the following particulars to these persons, and if bearer share option certificates or bearer bond certificates are issued for the secured or unsecured reorganization claims held by those entitled secured or unsecured reorganization creditors or the provisions of Chapter IV of the Act on Book-Entry Transfer of Corporate Bonds and Shares (including cases where applied mutatis mutandis pursuant to the Act and other laws and regulations) apply to the secured or unsecured reorganization claims, the reorganizing company must also give a public notice of the following particulars:

一　当該更生債権者等又は株主が割当てを受ける募集新株予約権の内容及び数

(i) the content and number of the share options to be allotted to the secured or unsecured reorganization creditors or shareholders;

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(ii) the due date referred to in Article 176, item (iii); and

三　第百七十六条第三号の募集新株予約権の割当てを受ける権利を譲り渡すことができる旨

(iii) the statement that entitlement to the allotment of share options referred to in Article 176, item (iii) may be assigned to others.

３　前項の規定による通知又は公告は、同項第二号の期日の二週間前にしなければならない。

(3) The notice or public notice given under the provisions of the preceding paragraph must be given two weeks prior to the due date referred to in item (ii) of the preceding paragraph.

４　第百七十六条第三号の募集新株予約権の割当てを受ける権利を有する者は、更生会社が第二項の規定による通知又は公告をしたにもかかわらず、同項第二号の期日までに募集新株予約権の引受けの申込みをしないときは、当該権利を失う。

(4) Persons that have entitlement to the allotment of share options referred to in Article 176, item (iii) lose their entitlement if, despite the notice or public notice given by the reorganizing company under the provisions of paragraph (2), they have not applied for subscription for share options by the due date referred to in item (ii) of the same paragraph.

５　第二項に規定する場合において、第百七十六条第三号の募集新株予約権の割当てを受ける権利を有する更生債権者等又は株主がその割当てを受ける募集新株予約権の数に一に満たない端数があるときは、これを切り捨てるものとする。

(5) In the case prescribed in paragraph (2), if the number of the share options to be allotted to the secured or unsecured reorganization creditors or shareholders that have entitlement to the allotment of share options referred to in Article 176, item (iii) includes a fractional share, that fractional share is to be disregarded.

６　第百七十六条の規定により更生計画において更生会社が募集新株予約権を引き受ける者の募集をすることを定めた場合には、会社法第二百三十八条第五項、第二百四十七条、第二百八十五条第一項第一号及び第二号、第二百八十六条、第二百八十六条の二第一項第一号並びに第二百八十六条の三の規定は、適用しない。

(6) If a reorganization plan, pursuant to the provisions of Article 176, provides that the reorganizing company will solicit subscribers for share options, the provisions of Article 238, paragraph (5), Article 247, Article 285, paragraph (1), item (i) and item (ii), Article 286, Article 286-2, paragraph (1), item (i) and Article 286-3 of the Companies Act do not apply.

７　前項に規定する場合において、更生手続終了前に会社法第二百三十六条第一項第三号に掲げる事項についての定めのある新株予約権が行使されたときは、同法第二百八十四条の規定は、適用しない。

(7) In the case prescribed in the preceding paragraph, when share options, for which the particulars stated in Article 236, paragraph (1), item (iii) of the Companies Act are prescribed, are exercised prior to the end of a reorganization, the provisions of Article 284 of the Act do not apply.

（募集社債を引き受ける者の募集に関する特例）

(Special Provisions for Solicitation of Subscribers for Bonds for Subscription)

第二百十七条　第百七十七条第四号の規定により更生計画において更生債権者等又は株主に対して同号の募集社債の割当てを受ける権利を与える旨を定めた場合には、更生会社は、これらの者に対し、次に掲げる事項を通知し、かつ、当該権利を有する更生債権者等の更生債権等につき無記名式の新株予約権証券若しくは無記名式の社債券が発行されているとき又は社債、株式等の振替に関する法律第四章の規定（同法その他の法令において準用する場合を含む。）の適用があるときは、当該事項を公告しなければならない。

Article 217 (1) If a reorganization plan, pursuant to the provisions of Article 177, item (iv), provides that secured or unsecured reorganization creditors or shareholders will be granted entitlement to the allotment of bonds for subscription referred to in the same item, the reorganizing company must give a notice of the following particulars to these persons, and if bearer share option certificates or bear bond certificates are issued for the secured or unsecured reorganization claims held by those entitled secured or unsecured reorganization creditors or the provisions of Chapter IV of the Act on Book-Entry Transfer of Corporate Bonds and Shares (including cases where applied mutatis mutandis pursuant to the same Act and other laws and regulations) apply to the secured or unsecured reorganization claims, the reorganizing company must also give a public notice of the following particulars:

一　当該更生債権者等又は株主が割当てを受ける募集社債の種類及び種類ごとの各社債の金額の合計額

(i) the classes of the bonds to be allotted to the secured or unsecured reorganization creditors or shareholders and the total amount for each class of bonds;

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(ii) the due date referred to in Article 177, item (iv); and

三　第百七十七条第四号の募集社債の割当てを受ける権利を譲り渡すことができる旨

(iii) a statement that entitlement to the allotment of bonds for subscription referred to in Article 177, item (iv) may be assigned to others.

２　前項の規定による通知又は公告は、同項第二号の期日の二週間前にしなければならない。

(2) The notice or public notice given under the provisions of the preceding paragraph must be given two weeks prior to the due date referred to in item (ii) of the preceding paragraph.

３　第百七十七条第四号の募集社債の割当てを受ける権利を有する者は、更生会社が第一項の規定による通知又は公告をしたにもかかわらず、同項第二号の期日までに募集社債の引受けの申込みをしないときは、当該権利を失う。

(3) Persons that have entitlement to the allotment of bonds for subscription referred to in Article 177, item (iv) lose their entitlement if, despite the notice or public notice given by the reorganizing company under the provisions of paragraph (1), they have not applied for subscription for bonds for subscription by the due date referred to in item (ii) of the same paragraph.

４　第一項に規定する場合において、第百七十七条第四号の募集社債の割当てを受ける権利を有する更生債権者等又は株主がその割当てを受ける募集社債の数に一に満たない端数があるときは、これを切り捨てるものとする。

(4) In the case prescribed in paragraph (1), if the number of the bonds to be allotted to the secured or unsecured reorganization creditors or shareholders that have entitlement to the allotment of bonds for subscription referred to in Article 177, item (iv) includes a fractional share, that fractional share is to be disregarded.

（更生債権者等又は株主の権利の消滅と引換えにする株式等の発行に関する特例）

(Special Provisions for Issue of Shares in Exchange for Extinguishment of Rights of Secured or Unsecured Reorganization Creditors or Shareholders)

第二百十七条の二　第百七十七条の二第一項の規定により更生計画において更生債権者等又は株主の権利の全部又は一部の消滅と引換えに株式を発行することを定めた場合には、更生債権者等又は株主は、更生計画認可の決定の時に、同項第三号に掲げる事項についての定めに従い、同号の株式の株主となる。

Article 217-2 (1) If a reorganization plan, pursuant to the provisions of Article 177-2, paragraph (1), provides that shares will be issued in exchange for the extinguishment of whole or part of the rights of secured or unsecured reorganization creditors or shareholders, secured or unsecured reorganization creditors or shareholders, at the time of the order confirming the reorganization plan, become shareholders stated in item (iii) of the same paragraph pursuant to the provisions on the particulars referred to in the same item.

２　第百七十七条の二第二項の規定により更生計画において更生債権者等又は株主の権利の全部又は一部の消滅と引換えに同項に規定する新株予約権を発行することを定めた場合には、更生債権者等又は株主は、更生計画認可の決定の時に、同項第六号に掲げる事項についての定めに従い、同号の新株予約権の新株予約権者（当該新株予約権が新株予約権付社債に付されたものである場合にあっては、当該新株予約権付社債についての社債の社債権者及び当該新株予約権付社債に付された新株予約権の新株予約権者）となる。

(2) If a reorganization plan, pursuant to the provisions of Article 177-2, paragraph (2), provides that share options will be issued in exchange for the extinguishment of whole or part of the rights of secured or unsecured reorganization creditors or shareholders, secured or unsecured reorganization creditors or shareholders, at the time of the order confirming the reorganization plan, become subscribers for share options referred to in item (vi) of the same paragraph (if the share options to be issued are attached to bonds with share options, holders of bonds with respect to the bonds with share options and holders of the share options attached to the bonds with share options) pursuant to the provisions on the particulars referred to in the same item.

３　第百七十七条の二第三項の規定により更生計画において更生債権者等又は株主の権利の全部又は一部の消滅と引換えに同項に規定する社債を発行することを定めた場合には、更生債権者等又は株主は、更生計画認可の決定の時に、同項第七号に掲げる事項についての定めに従い、同号の社債の社債権者となる。

(3) If a reorganization plan, pursuant to the provisions of Article 177-2, paragraph (3), provides that bonds will be issued in exchange for the extinguishment of whole or part of the rights of secured or unsecured reorganization creditors or shareholders, secured or unsecured reorganization creditors or shareholders, at the time of the order confirming the reorganization plan, become bondholders of the bonds referred to in item (vii) of the same paragraph pursuant to the provisions on the particulars stated in the same item.

（解散に関する特例）

(Special Provisions for Dissolution)

第二百十八条　第百七十八条本文の規定により更生計画において更生会社が解散することを定めた場合には、更生会社は、更生計画に定める時期に解散する。

Article 218 If a reorganization plan, pursuant to the provisions of the main clause of Article 178, provides that the reorganizing company will be dissolved, the reorganizing company will be dissolved at the scheduled time specified in the reorganization plan.

（組織変更に関する特例）

(Special Provisions for Entity Conversion)

第二百十九条　第百七十九条の規定により更生計画において更生会社が組織変更をすることを定めた場合には、会社法第七百四十条、第七百七十五条及び第七百七十九条の規定は、適用しない。

Article 219 If a reorganization plan, pursuant to the provisions of Article 179, provides that the reorganizing company will effect an entity conversion, the provisions of Article 740, Article 775, and Article 779 of the Companies Act do not apply.

（吸収合併に関する特例）

(Special Provisions for Absorption-Type Mergers)

第二百二十条　第百八十条第一項の規定により更生計画において更生会社が同項に規定する吸収合併をすることを定めた場合において、次の各号に掲げる場合には、更生債権者等は、吸収合併がその効力を生ずる日（以下この条において「効力発生日」という。）に、同項第三号に掲げる事項についての定めに従い、当該各号に定める者となる。

Article 220 (1) If a reorganization plan, pursuant to the provisions of Article 180, paragraph (1), provides that the reorganizing company will effect an absorption-type merger prescribed in the same paragraph, in the cases stated in the following items, secured or unsecured reorganization creditors will become the persons specified in the respective items on the day on which the absorption-type merger becomes effective (referred to as the "effective date" in this Article) pursuant to the provisions on the particulars stated in item (iii) of the same paragraph:

一　第百八十条第一項第二号イに掲げる事項についての定めがある場合　同号イの株式の株主

(i) when there are provisions on the particulars stated in Article 180, paragraph (1), item (ii), (a): the shareholders of the shares referred to in item (ii), (a);

二　第百八十条第一項第二号ロに掲げる事項についての定めがある場合　同号ロの社債の社債権者

(ii) when there are provisions on the particulars stated in Article 180, paragraph (1), item (ii), (b): the bondholders of the bonds referred to in item (ii), (b);

三　第百八十条第一項第二号ハに掲げる事項についての定めがある場合　同号ハの新株予約権の新株予約権者

(iii) when there are provisions on the particulars stated in Article 180, paragraph (1), item (ii),(c): the holders of the share options referred to in item (ii),(c); and

四　第百八十条第一項第二号ニに掲げる事項についての定めがある場合　同号ニの新株予約権付社債についての社債の社債権者及び当該新株予約権付社債に付された新株予約権の新株予約権者

(iv) when there are provisions on the particulars stated in Article 180, paragraph (1), item (ii),(d): the holders of bonds with respect to the bonds with share options referred to in item (ii),(d) and holders of the share options attached to the bonds with share options.

２　前項に規定する場合には、会社法第七百四十条、第七百八十二条、第七百八十四条の二及び第七百八十九条の規定は、更生会社については、適用しない。

(2) In the case prescribed in the preceding paragraph, the provisions of Article 740, Article 782, Article 784-2 and Article 789 of the Companies Act do not apply to the reorganizing company.

３　第百八十条第二項の規定により更生計画において更生会社が同項に規定する吸収合併をすることを定めた場合において、同項第二号に掲げる事項についての定めがあるときは、更生債権者等は、効力発生日に、同号に掲げる事項についての定めに従い、吸収合併存続会社の社員となる。この場合においては、吸収合併存続会社は、効力発生日に、同号の社員に係る定款の変更をしたものとみなす。

(3) If a reorganization plan, pursuant to the provisions of Article 180, paragraph (2), provides that the reorganizing company will effect an absorption-type merger prescribed in the same paragraph, if there are provisions on the particulars stated in item (ii) of the same paragraph, secured or unsecured reorganization creditors will become partners of the company surviving the absorption-type merger on the effective date pursuant to the provisions on the particulars stated in the same item. In this case, the company surviving the absorption-type merger is deemed to have amended its articles of incorporation with regard to the partners referred to in the same item.

４　第百八十条第二項の規定により更生計画において更生会社が同項に規定する吸収合併をすることを定めた場合において、同項第三号イに掲げる事項についての定めがあるときは、更生債権者等は、効力発生日に、同項第四号に掲げる事項についての定めに従い、同項第三号イの社債の社債権者となる。

(4) If a reorganization plan, pursuant to the provisions of Article 180, paragraph (2), provides that the reorganization company will effect an absorption-type merger prescribed in the same paragraph, if there are provisions on the particulars stated in item (iii), (a) of the same paragraph, secured or unsecured reorganization creditors will become bondholders of the bonds referred to in item (iii), (a) of the same paragraph on the effective date pursuant to the provisions on the particulars stated in item (iv) of the same paragraph.

５　第百八十条第二項の規定により更生計画において更生会社が同項に規定する吸収合併をすることを定めた場合には、会社法第七百四十条、第七百八十二条、第七百八十四条の二及び第七百八十九条の規定は、更生会社については、適用しない。

(5) If a reorganization plan, pursuant to the provisions of Article 180, paragraph (2), provides that the reorganizing company will effect an absorption-type merger prescribed in the same paragraph, the provisions of Article 740, Article 782, Article 784-2 and Article 789 of the Companies Act do not apply to the reorganizing company.

６　第百八十条第三項の規定により更生計画において更生会社が同項に規定する吸収合併をすることを定めた場合には、会社法第七百四十条、第七百九十四条、第七百九十六条の二及び第七百九十九条の規定は、更生会社については、適用しない。

(6) If a reorganization plan, pursuant to the provisions of Article 180, paragraph (3), provides that the reorganizing company will effect an absorption-type merger prescribed in the same paragraph, the provisions of Article 740, Article 794, Article 796-2 and Article 799 of the Companies Act do not apply to the reorganizing company.

（新設合併に関する特例）

(Special Provisions for Consolidation-Type Mergers)

第二百二十一条　第百八十一条第一項の規定により更生計画において更生会社が同項に規定する新設合併をすることを定めた場合において、次の各号に掲げる場合には、更生債権者等は、新設合併設立会社の成立の日に、同項第三号に掲げる事項についての定めに従い、当該各号に定める者となる。

Article 221 (1) If a reorganization plan, pursuant to the provisions of Article 181, paragraph (1), provides that the reorganizing company will effect a consolidation-type merger prescribed in the same paragraph, in the cases stated in the following items, secured or unsecured reorganization creditors will become the persons specified in the respective items on the date of incorporation of the company incorporated in the consolidation-type merger pursuant to the provisions on the particulars stated in item (iii) of the same paragraph:

一　第百八十一条第一項第二号イに掲げる事項についての定めがある場合　同号イの株式の株主

(i) when there are provisions on the particulars stated in Article 181, paragraph (1), item (ii)(a): the shareholders of the shares referred to in item (ii), (a);

二　第百八十一条第一項第二号ロに掲げる事項についての定めがある場合　同号ロの社債の社債権者

(ii) when there are provisions on the particulars stated in Article 181, paragraph (1), item (ii), (b): the bondholders of the bonds referred to in item (ii), (b);

三　第百八十一条第一項第二号ハに掲げる事項についての定めがある場合　同号ハの新株予約権の新株予約権者

(iii) when there are provisions on the particulars stated in Article 181, paragraph (1), item (ii), (c): the holders of the share options referred to in item (ii), (c); and

四　第百八十一条第一項第二号ニに掲げる事項についての定めがある場合　同号ニの新株予約権付社債についての社債の社債権者及び当該新株予約権付社債に付された新株予約権の新株予約権者

(iv) when there are provisions on the particulars stated in Article 181, paragraph (1), item (ii), (d): the holders of bonds with share options referred to in item (ii), (d) and holders of the share options attached to the bonds.

２　前項に規定する場合には、会社法第七百四十条、第八百三条、第八百五条の二及び第八百十条の規定は、更生会社については、適用しない。

(2) In the case prescribed in the preceding paragraph, the provisions of Article 740, Article 803, Article 805-2 and Article 810 of the Companies Act do not apply to the reorganizing company.

３　第百八十一条第二項の規定により更生計画において更生会社が同項に規定する新設合併をすることを定めた場合において、同項第二号に掲げる事項についての定めがあるときは、更生債権者等は、新設合併設立会社の成立の日に、同号に掲げる事項についての定めに従い、当該新設合併設立会社の社員となる。

(3) If a reorganization plan, pursuant to the provisions of Article 181, paragraph (2), provides that the reorganizing company will effect a consolidation-type merger prescribed in the same paragraph, if there are provisions on the particulars stated in item (ii) of the same paragraph, secured or unsecured reorganization creditors will become partners of the company incorporated in the consolidation-type merger on the date of incorporation of the company pursuant to the provisions on the particulars stated in the same item.

４　第百八十一条第二項の規定により更生計画において更生会社が同項に規定する新設合併をすることを定めた場合において、同項第三号に掲げる事項についての定めがあるときは、更生債権者等は、新設合併設立会社の成立の日に、同項第四号に掲げる事項についての定めに従い、同項第三号の社債の社債権者となる。

(4) If a reorganization plan, pursuant to the provisions of Article 181, paragraph (2), provides that the reorganizing company will effect a consolidation-type merger prescribed in the same paragraph, if there are provisions on the particulars stated in item (iii) of the same paragraph, secured or unsecured reorganization creditors will become bondholders of the bonds referred to in the same item on the date of incorporation of the company incorporated in the consolidation-type merger pursuant to the provisions on the particulars stated in item (iv) of the same paragraph.

５　第百八十一条第二項の規定により更生計画において更生会社が同項に規定する新設合併をすることを定めた場合には、会社法第七百四十条、第八百三条、第八百五条の二及び第八百十条の規定は、更生会社については、適用しない。

(5) If a reorganization plan, pursuant to the provisions of Article 181, paragraph (2), provides that the reorganizing company will effect a consolidation-type merger prescribed in the same paragraph, the provisions of Article 740, Article 803, Article 805-2 and Article 810 of the Companies Act do not apply to the reorganizing company.

（吸収分割に関する特例）

(Special Provisions for Absorption-Type Company Splits)

第二百二十二条　第百八十二条の規定により更生計画において更生会社が吸収分割（更生会社が吸収分割をする会社となるものに限る。）をすることを定めた場合には、会社法第七百四十条、第七百八十二条、第七百八十四条の二及び第七百八十九条の規定は、更生会社については、適用しない。

Article 222 (1) If a reorganization plan, pursuant to the provisions of Article 182, provides that the reorganizing company will effect an absorption-type company split (limited to a split in which the reorganizing company becomes the company effecting the absorption-type company split), the provisions of Article 740, Article 782, Article 784-2 and Article 789 of the Companies Act do not apply to the reorganizing company.

２　前項に規定する場合には、会社法第七百五十九条第二項から第四項まで及び第七百六十一条第二項から第四項までの規定は、更生会社の債権者については、適用しない。

(2) In the case prescribed in the preceding paragraph, the provisions of Article 759, paragraph (2) through paragraph (4) and Article 761, paragraph (2) through paragraph (4) of the Companies Act do not apply to creditors of the reorganization company.

３　第百八十二条の規定により更生計画において更生会社が吸収分割（更生会社が吸収分割をする会社がその事業に関して有する権利義務の全部又は一部を当該会社から承継する会社となるものに限る。）をすることを定めた場合には、会社法第七百四十条、第七百九十四条、第七百九十六条の二及び第七百九十九条の規定は、更生会社については、適用しない。

(3) If a reorganization plan, pursuant to the provisions of Article 182, provides that the reorganizing company will effect an absorption-type company split (limited to a split in which the reorganizing company becomes the company succeeding to the whole or part of the rights and obligations held by the company effecting the absorption-type company split in connection with its business by transfer from the company), the provisions of Article 740, Article 794, Article 796-2 and Article 799 of the Companies Act do not apply to the reorganizing company.

（新設分割に関する特例）

(Special Provisions for Incorporation-Type Company Splits)

第二百二十三条　第百八十二条の二の規定により更生計画において更生会社が新設分割をすることを定めた場合には、会社法第七百四十条、第八百三条、第八百五条の二及び第八百十条の規定は、更生会社については、適用しない。

Article 223 (1) If a reorganization plan, pursuant to the provisions of Article 182-2, provides that the reorganizing company will effect an incorporation-type company split, the provisions of Article 740, Article 803, Article 805-2 and Article 810 of the Companies Act do not apply to the reorganization company.

２　前項に規定する場合には、会社法第七百六十四条第二項から第四項まで及び第七百六十六条第二項から第四項までの規定は、更生会社の債権者については、適用しない。

(2) In the case prescribed in the preceding paragraph, the provisions of Article 764 paragraph (2) through paragraph (4) and Article 766, paragraph (2) through paragraph (4) of the Companies Act do not apply to creditors of the reorganizing company.

（株式交換に関する特例）

(Special Provisions for Share Exchanges)

第二百二十四条　第百八十二条の三第一項の規定により更生計画において更生会社が同項に規定する株式交換をすることを定めた場合において、次の各号に掲げる場合には、更生債権者等は、株式交換がその効力を生ずる日（以下この条において「効力発生日」という。）に、同項第三号に掲げる事項についての定めに従い、当該各号に定める者となる。

Article 224 (1) If a reorganization plan, pursuant to the provisions of Article 182-3, paragraph (1), provides that the reorganizing company will effect a share exchange prescribed in the same paragraph, in the cases stated in the following items, secured or unsecured reorganization creditors will become the persons specified in the respective items on the day on which the share exchange becomes effective (referred to as the "effective date" in this Article) pursuant to the provisions on the particulars stated in item (iii) of the same paragraph:

一　第百八十二条の三第一項第二号イに掲げる事項についての定めがある場合　同号イの株式の株主

(i) when there are provisions on the particulars stated in Article 182-3, paragraph (1), item (ii), (a): the holders of the shares referred to in item (ii), (a);

二　第百八十二条の三第一項第二号ロに掲げる事項についての定めがある場合　同号ロの社債の社債権者

(ii) when there are provisions on the particulars stated in Article 182-3, paragraph (1), item (ii), (b): the holders of the bonds referred to in item (ii), (b);

三　第百八十二条の三第一項第二号ハに掲げる事項についての定めがある場合　同号ハの新株予約権の新株予約権者

(iii) when there are provisions on the particulars stated in Article 182-3, paragraph (1), item (ii),(c): the holders of the share options referred to in item (ii),(c); and

四　第百八十二条の三第一項第二号ニに掲げる事項についての定めがある場合　同号ニの新株予約権付社債についての社債の社債権者及び当該新株予約権付社債に付された新株予約権の新株予約権者

(iv) when there are provisions on the particulars stated in Article 182-3, paragraph (1), item (ii), (d): the holders of bonds with respect to the bonds with share options referred to in item (ii), (d) and holders of the share options attached to the bonds with share options.

２　前項に規定する場合には、会社法第七百四十条、第七百八十二条、第七百八十四条の二及び第七百八十九条の規定は、更生会社については、適用しない。

(2) In the case prescribed in the preceding paragraph, the provisions of Article 740, Article 782, Article 784-2 and Article 789 of the Companies Act do not apply to the reorganizing company.

３　第百八十二条の三第二項の規定により更生計画において更生会社が同項に規定する株式交換をすることを定めた場合において、同項第二号に掲げる事項についての定めがあるときは、更生債権者等は、効力発生日に、同号に掲げる事項についての定めに従い、当該株式交換完全親会社の社員となる。この場合においては、株式交換完全親会社は、効力発生日に、同号の社員に係る定款の変更をしたものとみなす。

(3) If a reorganization plan, pursuant to the provisions of Article 182-3, paragraph (2), provides that the reorganizing company will effect a share exchange prescribed in the same paragraph, if there are provisions on the particulars stated in item (ii) of the same paragraph, secured or unsecured reorganization creditors will become partners of the wholly owning parent company in the share exchange on the effective date pursuant to the provisions on the particulars stated in the same item. In this case, the wholly owning parent company in the share exchange is deemed to have amended its articles of incorporation with regard to the partners referred to in the same item.

４　第百八十二条の三第二項の規定により更生計画において更生会社が同項に規定する株式交換をすることを定めた場合において、同項第三号イに掲げる事項についての定めがあるときは、更生債権者等は、効力発生日に、同項第四号に掲げる事項についての定めに従い、同項第三号イの社債の社債権者となる。

(4) If a reorganization plan, pursuant to the provisions of Article 182-3, paragraph (2), provides that the reorganizing company will effect a share exchange prescribed in the same paragraph, if there are provisions on the particulars stated in item (iii),(a) of the same paragraph, secured or unsecured reorganization creditors will become bondholders of the bonds referred to in item (iii),(a) on the effective date pursuant to the provisions on the particulars stated in item (iv) of the same paragraph.

５　第百八十二条の三第二項の規定により更生計画において更生会社が同項に規定する株式交換をすることを定めた場合には、会社法第七百四十条、第七百八十二条、第七百八十四条の二及び第七百八十九条の規定は、更生会社については、適用しない。

(5) If a reorganization plan, pursuant to the provisions of Article 182-3, paragraph (2), provides that the reorganization company will effect a share exchange prescribed in the same paragraph, the provisions of Article 740, Article 782, Article 784-2 and Article 789 of the Companies Act do not apply to the reorganizing company.

６　第百八十二条の三第三項の規定により更生計画において更生会社が同項に規定する株式交換をすることを定めた場合には、会社法第七百四十条、第七百九十四条、第七百九十六条の二及び第七百九十九条の規定は、更生会社については、適用しない。

(6) If a reorganization plan, pursuant to the provisions of Article 182-3, paragraph (3), provides that the reorganizing company will effect a share exchange prescribed in the same paragraph, the provisions of Article 740, Article 794, Article 796-2 and Article 799 of the Companies Act do not apply to the reorganizing company.

（株式移転に関する特例）

(Special Provisions for Share Transfers)

第二百二十四条の二　第百八十二条の四の規定により更生計画において更生会社が株式移転をすることを定めた場合において、次の各号に掲げる場合には、更生債権者等は、株式移転設立完全親会社の成立の日に、同条第三号に掲げる事項についての定めに従い、当該各号に定める者となる。

Article 224-2 (1) If a reorganization plan, pursuant to the provisions of Article 182-4, provides that the reorganizing company will effect a share transfer, in the cases stated in the following items, secured or unsecured reorganization creditors will become the persons specified in the respective items on the date of incorporation of the wholly-owning parent company in the share transfer pursuant to the provisions on the particulars stated in item (iii) of the same Article:

一　第百八十二条の四第二号イに掲げる事項についての定めがある場合　同号イの株式の株主

(i) when there are provisions on the particulars stated in Article 182-4, item (ii), (a): the shareholders of the shares referred to in item (ii), (a);

二　第百八十二条の四第二号ロに掲げる事項についての定めがある場合　同号ロの社債の社債権者

(ii) when there are provisions on the particulars stated in Article 182-4, item (ii), (b): the bondholders of the bonds referred to in item (ii), (b);

三　第百八十二条の四第二号ハに掲げる事項についての定めがある場合　同号ハの新株予約権の新株予約権者

(iii) when there are provisions on the particulars stated in Article 182-4, item (ii), (c): the holders of the share options referred to in item (ii), (c); and

四　第百八十二条の四第二号ニに掲げる事項についての定めがある場合　同号ニの新株予約権付社債についての社債の社債権者及び当該新株予約権付社債に付された新株予約権の新株予約権者

(iv) when there are provisions on the particulars stated in Article 182-4, item (ii), (d): the holders of bonds with respect to the bonds with share options referred to in item (ii), (d) and holders of the share options attached to the bonds with share options.

２　前項に規定する場合には、会社法第七百四十条、第八百三条、第八百五条の二及び第八百十条の規定は、更生会社については、適用しない。

(2) In the case prescribed in the preceding paragraph, the provisions of Article 740, Article 803, Article 805-2 and Article 810 of the Companies Act do not apply to the reorganizing company.

（新会社の設立に関する特例）

(Special Provisions of the Incorporation of New Companies)

第二百二十五条　第百八十三条本文の規定により更生計画において株式会社を設立することを定めた場合には、当該株式会社（以下この条において「新会社」という。）についての発起人の職務は、管財人が行う。

Article 225 (1) If a reorganization plan, pursuant to the provisions of the main clause of Article 183, provides that a stock company will be incorporated, a trustee performs the duties of the incorporators of the stock company (referred to as the "new company" in this Article).

２　前項に規定する場合においては、新会社の定款は、裁判所の認証を受けなければ、その効力を生じない。

(2) In the case prescribed in the preceding paragraph, the articles of incorporation of the new company are not effective unless certified by the court.

３　第一項に規定する場合には、新会社の創立総会における決議は、その内容が更生計画の趣旨に反しない場合に限り、することができる。

(3) In the case prescribed in paragraph (1), 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.

４　第一項に規定する場合において、新会社が成立しなかったときは、更生会社は、管財人が同項の規定により新会社の設立に関してした行為についてその責任を負い、新会社の設立に関して支出した費用を負担する。

(4) In the case prescribed in paragraph (1), when the incorporation of the new company has failed, the reorganization company is responsible for the acts conducted by a trustee for the incorporation of the new company pursuant to the provisions of the same paragraph, and bears expenses incurred for the incorporation of the new company.

５　第二百十一条第一項から第三項までの規定は新会社を設立する場合における設立時取締役等の選任又は選定について、同条第六項の規定は新会社の設立時取締役等が新会社の成立後において新会社取締役等となった場合における当該新会社取締役等の任期について、第二百十五条第二項から第五項までの規定は更生債権者等又は株主に対して第百八十三条第五号の新会社の設立時募集株式の割当てを受ける権利を与える場合について、第二百十六条及び第二百十七条の規定は新会社の募集新株予約権又は募集社債を引き受ける者の募集について、第二百十七条の二の規定は更生債権者等又は株主の権利の消滅と引換えにする新会社の設立時発行株式、新株予約権又は社債の発行について、それぞれ準用する。

(5) The provisions of Article 211, paragraph (1) through paragraph (3) apply mutatis mutandis to the election or appointment of directors at incorporation, etc. in the case of the incorporation of the new company; the provisions of Article 211, paragraph (6) apply mutatis mutandis to the terms of office of the new company's directors if the directors at incorporation, etc. of the new company become the new company's directors after the incorporation of the new company; the provisions of Article 215, paragraph (2) through paragraph (5) apply mutatis mutandis where secured or unsecured reorganization creditors or shareholders will be granted entitlement to the allotment of shares solicited at incorporation of the new company referred to in Article 183, item (v); the provisions of Article 216 and Article 217 apply mutatis mutandis to the solicitation of subscribers for share options or bonds for subscription of the new company; and the provisions of Article 217-2 apply mutatis mutandis to the issue of shares issued at incorporation, share options or bonds of the new company in exchange for the extinguishment of rights of secured or unsecured reorganization creditors or shareholders.

６　第一項に規定する場合には、会社法第二十五条第一項第一号及び第二項、第二十六条第二項、第二十七条第五号、第三十条、第二編第一章第三節（第三十七条第三項を除く。）、第四節（第三十九条を除く。）、第五節及び第六節、第五十条、第五十一条、同章第八節、第五十八条、第五十九条第一項第一号（公証人の氏名に係る部分に限る。）、第二号（同法第二十七条第五号及び第三十二条第一項各号に掲げる事項に係る部分に限る。）及び第三号、第六十五条第一項、第八十八条から第九十条まで、第九十三条及び第九十四条（これらの規定中同法第九十三条第一項第一号及び第二号に掲げる事項に係る部分に限る。）、第百二条の二並びに第百三条の規定は、適用しない。

(6) In the case prescribed in paragraph (1), the following provisions of the Companies Act do not apply: Article 25, paragraph (1), item (i) and paragraph (2), Article 26, paragraph (2), Article 27, item (v), Article 30, Part II, Chapter I, Section 3 (excluding Article 37, paragraph (3)), Section 4 (excluding Article 39), Section 5 and Section 6, Article 50, Article 51, Chapter I, Section 8, Article 58, Article 59, paragraph (1), item (i) (limited to the part related to the name of the notary), item (ii) (limited to the part related to the particulars stated in Article 27, item (v) and the items of Article 32, paragraph (1)) and item (iii), Article 65, paragraph (1), Article 88 through Article 90, Article 93, and Article 94 (limited to parts related to the particulars stated in Article 93, paragraph (1), item (i) and item (ii)), Article 102-2 and Article 103.

（新会社に異動した者の退職手当の取扱い）

(Handling Severance Pay for Persons Who Moved to a New Company)

第二百二十六条　更生手続開始後に更生会社の第二百四条第一項第二号に規定する取締役等又は使用人であった者で、前条第一項に規定する新会社が設立された際に更生会社を退職し、かつ、引き続き当該新会社の同号に規定する取締役等又は使用人となったものは、更生会社から退職手当の支給を受けることができない。

Article 226 (1) A person who was any of the reorganizing company's directors, etc. or the company's employees prescribed in Article 204, paragraph (1), item (ii) as of the time after the commencement of reorganization, and then separated from employment at the reorganizing company upon the incorporation of the new company prescribed in paragraph (1) of the preceding Article and has remained to serve as any of the new company's directors or the company's employee prescribed in the same item may not receive payment of severance pay from the reorganizing company.

２　前項に規定する者の更生会社における在職期間は、退職手当の計算については、同項に規定する新会社における在職期間とみなす。

(2) The period of service of the person prescribed in the preceding paragraph at the reorganizing company is deemed to be their period of service at the new company prescribed in the same paragraph in calculating their severance pay.

（管轄の特例）

(Special Provisions for Jurisdictions)

第二百二十七条　更生計画において更生会社の株式の分割若しくは併合又は株式無償割当てをすることを定めた場合における会社法第二百三十四条第二項（同法第二百三十五条第二項において準用する場合を含む。）の規定による許可の申立てに係る事件は、同法第八百六十八条第一項の規定にかかわらず、更生手続が終了するまでの間は、更生裁判所が管轄する。

Article 227 If a reorganization plan provides for the splitting or consolidation of shares of the reorganizing company or the allotment of shares without contribution, a case related to the petition for permission under the provisions of Article 234, paragraph (2) of the Companies Act (including cases where applied mutatis mutandis pursuant to Article 235, paragraph (2) of the same Act) is subject to the jurisdiction of the reorganization court until reorganization is closed, notwithstanding the provisions of Article 868, paragraph (1) of the same Act.

（募集株式等の割当てを受ける権利の譲渡）

(Assignment of Entitlement to Allotment of Shares for Subscription)

第二百二十八条　更生計画の定めによって更生債権者等又は株主に対して更生会社又は第二百二十五条第一項に規定する新会社の募集株式若しくは設立時募集株式、募集新株予約権又は募集社債の割当てを受ける権利が与えられた場合には、当該権利は、これを他に譲渡することができる。

Article 228 When secured or unsecured reorganization creditors or shareholders are granted, pursuant to the provisions of a reorganization plan, entitlement to the allotment of shares for subscription or shares solicited at incorporation, share options, or bonds for subscription of the reorganization company or the new company prescribed in Article 225, paragraph (1), the entitlement may be assigned to others.

（私的独占の禁止及び公正取引の確保に関する法律の特例）

(Special Provisions of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade)

第二百二十九条　更生債権者等又は株主が更生会社又は更生計画の定めにより設立される株式会社の株式を更生計画の定めによって取得する場合には、その取得は、私的独占の禁止及び公正取引の確保に関する法律（昭和二十二年法律第五十四号）第十一条の規定の適用については、これを代物弁済による取得とみなす。

Article 229 When secured or unsecured reorganization creditors or shareholders acquire, pursuant to the provisions of a reorganization plan, shares of the reorganizing company or the stock company to be incorporated pursuant to the provisions of the reorganization plan, the acquisition of shares, for the purpose of application of Article 11 of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (Act No, 54 of 1947), is deemed to be acquisition as a result of substitute performance.

（財団に関する処分の制限の特例）

(Special Provisions for Restrictions on Handling of the Assets of Foundations)

第二百三十条　更生計画の定めによって更生会社の財産を処分する場合には、工場財団その他の財団又は財団に属する財産の処分の制限に関する法令の規定は、適用しない。

Article 230 The provisions of the laws and regulations concerning restrictions on the handling of mortgageable factory assets and any other bodies of assets, or any assets that belongs to a body of assets do not apply when a reorganizing company's assets are handled pursuant to the provisions of a reorganization plan.

（許可、認可等に基づく権利の承継）

(Succession to Rights Based on Permission and Authorization)

第二百三十一条　更生計画において更生会社が行政庁から得ていた許可、認可、免許その他の処分に基づく権利及び義務を第二百二十五条第一項に規定する新会社に移転することを定めたときは、当該新会社は、他の法令の規定にかかわらず、その権利及び義務を承継する。

Article 231 If a reorganization plan provides that rights and obligations based on permission, authorization, license, or any other disposition that the reorganization company obtained from an administrative agency will be transferred to the new company prescribed in Article 225, paragraph (1), the new company succeeds to the rights and obligations, notwithstanding the provisions of other laws and regulations.

（法人税法等の特例）

(Special Provisions of the Corporation Tax Act)

第二百三十二条　更生計画において第二百二十五条第一項に規定する新会社が更生会社の租税等の請求権に係る債務を承継することを定めたときは、当該新会社は当該債務を履行する義務を負い、更生会社は当該債務を免れる。

Article 232 (1) If a reorganization plan provides that the new company prescribed in Article 225, paragraph (1) will succeed to the reorganization company's debts arising from the right to impose taxes or other charges, the new company will be obliged to pay the debts and the reorganizing company will be released from the debts.

２　更生手続開始の決定があったときは、更生会社の事業年度は、その開始の時に終了し、これに続く事業年度は、更生計画認可の時（その時までに更生手続が終了したときは、その終了の日）に終了するものとする。ただし、法人税法（昭和四十年法律第三十四号）第十三条第一項ただし書及び地方税法第七十二条の十三第四項の規定の適用を妨げない。

(2) When a ruling to commence reorganization is made, the reorganization company's business year ends at the time of the commencement, and the business year that follows ends at the time confirming the reorganization plan (or the date of the end of reorganization if this occurs prior to the time of confirmation); provided, however, that this does not preclude the application of the provisions of the proviso to Article 13, paragraph (1) of the Corporation Tax Act (Act No. 34 of 1965) and Article 72-13, paragraph (4) of the Local Tax Act.

３　更生手続開始の時に続く更生会社の事業年度又は連結事業年度の法人税並びに道府県民税、事業税及び市町村民税については、法人税法第七十一条、第八十一条の十九又は第百四十四条の三及び地方税法第五十三条第二項、第七十二条の二十六又は第三百二十一条の八第二項の規定は、適用しない。

(3) With regard to the corporation tax, prefectural inhabitants tax, enterprise tax, and municipal inhabitants tax for the reorganizing company's business year or consolidated business year that follows the time of commencement of reorganization, the provisions of Article 71 of the Corporation Tax Act, Article 81-19 or Article 144-3 of the same Act, and the provisions of Article 53, paragraph (2), Article 72-26 or Article 321-8, paragraph (2) of the Local Tax Act do not apply.

第三節　更生計画の変更

Section 3 Modification of Reorganization Plans

第二百三十三条　更生計画認可の決定があった後やむを得ない事由で更生計画に定める事項を変更する必要が生じたときは、裁判所は、更生手続終了前に限り、管財人、更生会社、届出をした更生債権者等又は株主の申立てにより、更生計画を変更することができる。

Article 233 (1) If, after a ruling confirming the reorganization plan is made, the need to modify any particulars specified in the reorganization plan arises due to unavoidable grounds, the court, only prior to the end of reorganization, upon the petition of a trustee, the reorganizing company, a secured or unsecured reorganization creditors , or a shareholder, may modify the reorganization plan.

２　前項の規定により更生債権者等又は株主に不利な影響を及ぼすものと認められる更生計画の変更の申立てがあった場合には、更生計画案の提出があった場合の手続に関する規定を準用する。ただし、更生計画の変更によって不利な影響を受けない更生債権者等又は株主は、手続に参加させることを要せず、また、変更計画案について議決権を行使しない者（変更計画案について決議をするための関係人集会に出席した者を除く。）であって従前の更生計画に同意したものは、変更計画案に同意したものとみなす。

(2) If a petition is filed pursuant to the provisions of the preceding paragraph for any modification of a reorganization plan that is found to adversely affect secured or unsecured reorganization creditors or shareholders, the provisions concerning the procedure to be performed upon the submission of a proposed reorganization plan apply mutatis mutandis; provided, however, that it is not required to have secured or unsecured reorganization creditors or shareholders that will not be adversely affected by the modification of the reorganization plan participate in the modification procedure, and those that do not exercise their voting rights on the proposed modification (excluding those that attended the stakeholders meeting aimed for adopting a resolution on the proposed modification) and have consented to the initial reorganization plan is deemed to consent to the proposed modification.

３　変更後の更生計画によって債務が負担され、又は債務の期限が猶予されるときは、その債務の期限は、次に掲げる期間を超えてはならない。

(3) If a debt is to be assumed or the term of a debt is to be extended based on the modified reorganization plan, the term of the debt must not exceed the following periods:

一　担保物（その耐用期間が判定できるものに限る。）がある場合は、当該耐用期間又は最初の更生計画認可の決定の時から十五年（変更後の更生計画の内容が更生債権者等に特に有利なものになる場合その他の特別の事情がある場合は、二十年）のいずれか短い期間

(i) when there is any collateral (limited to collateral the useful life of which can be ascertained), their useful life or a period of 15 years (or 20 years when the content of the modified reorganization plan would be particularly advantageous to secured or unsecured reorganization creditors or there are other special circumstances) from the time of the initial order confirming the reorganization plan, whichever is shorter; or

二　前号に規定する場合以外の場合は、最初の更生計画認可の決定の時から十五年（変更後の更生計画の内容が更生債権者等に特に有利なものになる場合その他の特別の事情がある場合は、二十年）

(ii) in cases other than the case prescribed in the preceding item, 15 years (or 20 years where the content of the modified reorganization plan would be particularly advantageous to secured or unsecured reorganization creditors or there are other special circumstances) from the time of the initial order confirming the reorganization plan.

４　前項の規定は、変更後の更生計画の定めにより社債を発行し、又は既に更生計画の定めにより発行した社債の期限の猶予をする場合については、適用しない。

(4) The provisions of the preceding paragraph do not apply when, pursuant to the provisions of the modified reorganization plan, corporate bonds are issued or the terms of the corporate bonds already issued pursuant to the provisions of the reorganization plan are extended.

５　変更後の更生計画は、第一項の規定による変更の決定又は第二項の規定による認可の決定の時から、効力を生ずる。

(5) The modified reorganization plan will become effective as of the time when a ruling of modification under the provisions of paragraph (1) or a ruling of confirmation under the provisions of paragraph (2) is made.

６　前項に規定する決定に対しては、即時抗告をすることができる。この場合においては、第二百二条第二項から第五項までの規定を準用する。

(6) An immediate appeal may be filed against the order prescribed in the preceding paragraph. In this case, the provisions of Article 202, paragraph (2) through paragraph (5) apply mutatis mutandis.

７　第七十二条第七項の規定は、更生計画の変更により第七十二条第四項前段の規定による更生計画の定めが取り消された場合について準用する。

(7) The provisions of Article 72, paragraph (7) apply mutatis mutandis when the provisions of the reorganization plan under the provisions of the first sentence of Article 72, paragraph (4) are rescinded as a result of the modification of the reorganization plan.

第九章　更生手続の終了

Chapter IX End of Reorganization Proceedings

第一節　更生手続の終了事由

Section 1 Grounds to End Reorganization Proceedings

第二百三十四条　更生手続は、次に掲げる事由のいずれかが生じた時に終了する。

Article 234 Reorganization ends when any of the following events occur:

一　更生手続開始の申立てを棄却する決定の確定

(i) a ruling to dismiss a petition to commence reorganization becomes final and binding;

二　第四十四条第一項の規定による即時抗告があった場合における更生手続開始の決定を取り消す決定の確定

(ii) a ruling to set aside the ruling to commence reorganization becomes final and binding when an immediate appeal is filed under the provisions of Article 44, paragraph (1);

三　更生計画不認可の決定の確定

(iii) a ruling disconfirming the reorganization plan becomes final and binding;

四　更生手続廃止の決定の確定

(iv) a ruling to discontinue reorganization becomes final and binding; or

五　更生手続終結の決定

(v) a ruling to terminate reorganization is made.

第二節　更生計画認可前の更生手続の終了

Section 2 Ending Reorganization Proceedings before Confirmation of Reorganization Plans

第一款　更生計画不認可の決定

Subsection 1 Rulings Disconfirming Reorganization Plans

（不認可の決定が確定した場合の更生債権者表等の記載の効力）

(Effect of Entries in the Schedule of Reorganization Creditors upon a Disconfirmation Ruling Becoming Final and Binding)

第二百三十五条　更生計画不認可の決定が確定したときは、確定した更生債権等については、更生債権者表又は更生担保権者表の記載は、更生会社であった株式会社に対し、確定判決と同一の効力を有する。この場合においては、更生債権者等は、確定した更生債権等について、当該株式会社に対し、更生債権者表又は更生担保権者表の記載により強制執行をすることができる。

Article 235 (1) When a ruling disconfirming a reorganization plan becomes final and binding, the entries in the schedule of reorganization creditors or schedule of secured reorganization creditors with regard to secured or unsecured reorganization claims determined have the same effect as a final and binding judgment against the stock company that has been the reorganizing company. In this case, secured or unsecured reorganization creditors may carry out enforcement against the stock company with regard to the determined secured or unsecured reorganization claims based on the entries in the schedule of reorganization creditors or schedule of secured reorganization creditors.

２　前項の規定は、同項に規定する株式会社が第百四十七条第二項、第百四十八条第四項又は第百四十九条第三項後段の規定による異議を述べた場合には、適用しない。

(2) The provisions of the preceding paragraph do not apply when the stock company prescribed in the same paragraph has made an objection under the provisions of Article 147, paragraph (2), Article 148, paragraph (4) or the second sentence of Article 149, paragraph (3).

第二款　更生計画認可前の更生手続の廃止

Subsection 2 Discontinuing Reorganization Proceedings Before Confirmation of the Reorganization Plan

（更生が困難な場合の更生手続廃止）

(Discontinuance of Reorganization Due to Difficulty of Reorganization)

第二百三十六条　次の各号のいずれかに該当する場合には、裁判所は、職権で、更生手続廃止の決定をしなければならない。

Article 236 In a case that falls any of the following items, the court, by its own authority, must make a ruling to discontinue reorganization:

一　決議に付するに足りる更生計画案の作成の見込みがないことが明らかになったとき。

(i) if it has become evident that there is no prospect of a reorganization plan worth putting to a resolution being prepared;

二　裁判所の定めた期間若しくはその伸長した期間内に更生計画案の提出がないとき、又はその期間内に提出されたすべての更生計画案が決議に付するに足りないものであるとき。

(ii) when no proposed reorganization plan is submitted within the period specified by the court or any extension of that period, or all proposed reorganization plans submitted within the period or extension are not worth putting to a resolution; or

三　更生計画案が否決されたとき、又は第百九十八条第一項本文の規定により関係人集会の続行期日が定められた場合において、同条第二項及び第三項の規定に適合する期間内に更生計画案が可決されないとき。

(iii) when a proposed reorganization plan is rejected, or where a further date for a stakeholders meeting is designated pursuant to the provisions of the main clause of Article 198, paragraph (1), and the proposed reorganization plan is not approved within the period that conforms to the provisions of paragraph (2) and paragraph (3) of the same Article.

（更生手続開始原因が消滅した場合の更生手続廃止）

(Discontinuance of Reorganization due to Extinction of Grounds for Commencement of Reorganization)

第二百三十七条　第百三十八条第一項に規定する債権届出期間の経過後更生計画認可の決定前において、第十七条第一項に規定する更生手続開始の原因となる事実のないことが明らかになったときは、裁判所は、管財人、更生会社又は届出をした更生債権者等の申立てにより、更生手続廃止の決定をしなければならない。

Article 237 (1) If, after the period for filing a proof of claims prescribed in Article 138, paragraph (1) has expired and before a ruling confirming the reorganization plan is made, it has become obvious that none of the facts constituting grounds for commencement of reorganization prescribed in Article 17, paragraph (1) exist, the court, upon the petition of a trustee, the reorganizing company, or a secured or unsecured reorganization creditor who filed a claim, must make a ruling to discontinue reorganization.

２　前項の申立てをするときは、同項に規定する更生手続開始の原因となる事実がないことを疎明しなければならない。

(2) When filing a petition referred to in the preceding paragraph, the petitioner must make a prima facie showing of the absence of any fact constituting the grounds for commencement of reorganization.

（更生手続廃止の公告等）

(Public Notice of Discontinuance of Reorganization)

第二百三十八条　裁判所は、前二条の規定による更生手続廃止の決定をしたときは、直ちに、その主文及び理由の要旨を公告しなければならない。

Article 238 (1) The court, when it has made a ruling to discontinue reorganization under the provisions of the preceding two Articles, must immediately give a public notice of the main text of the order and the outline of the reasons attached thereto.

２　前項の決定に対しては、即時抗告をすることができる。

(2) An immediate appeal may be filed against a ruling referred to in the preceding paragraph.

３　第二百二条第三項の規定は、前項の即時抗告並びにこれについての決定に対する第十三条において準用する民事訴訟法第三百三十六条の規定による抗告及び同法第三百三十七条の規定による抗告の許可の申立てについて準用する。

(3) The provisions of Article 202, paragraph (3) apply mutatis mutandis to an immediate appeal referred to in the preceding paragraph, and to an appeal against a judicial decision on the appeal under the provisions of Article 336 of the Code of Civil Procedure and a petition for permission for appeal against a judicial decision on the appeal under the provisions of Article 337 of the Code, both provisions applied mutatis mutandis pursuant to Article 13.

４　前二条の規定による更生手続廃止の決定を取り消す決定が確定したときは、更生手続廃止の決定をした裁判所は、直ちに、その旨を公告しなければならない。

(4) When a ruling to set aside the ruling to discontinue reorganization made under the provisions of the preceding two Articles becomes final and binding, the court that made the ruling to discontinue reorganization must immediately give a public notice to that effect.

５　第一項の決定は、確定しなければその効力を生じない。

(5) A ruling referred to in paragraph (1) does not become effective unless it becomes final and binding.

６　第二百三十五条の規定は、前二条の規定による更生手続廃止の決定が確定した場合について準用する。

(6) The provisions of Article 235 apply mutatis mutandis if a ruling to discontinue reorganization made under the provisions of the preceding two Articles becomes final and binding.

第三節　更生計画認可後の更生手続の終了

Section 3 Ending Reorganization Proceedings After Confirmation of the Reorganization Plan

第一款　更生手続の終結

Subsection 1 Conclusion of Reorganization Proceedings

（更生手続終結の決定）

(Ruling to Terminate Reorganization)

第二百三十九条　次に掲げる場合には、裁判所は、管財人の申立てにより又は職権で、更生手続終結の決定をしなければならない。

Article 239 (1) In the following cases, the court, upon the petition of a trustee or by its own authority, must make a ruling to terminate reorganization:

一　更生計画が遂行された場合

(i) when the reorganization plan has been implemented;

二　更生計画の定めによって認められた金銭債権の総額の三分の二以上の額の弁済がされた時において、当該更生計画に不履行が生じていない場合。ただし、裁判所が、当該更生計画が遂行されないおそれがあると認めたときは、この限りでない。

(ii) when there is no default in terms of the reorganization plan at the time when payment is made for not less than two-thirds of the total amount of monetary claims approved pursuant to the provisions of the reorganization plan; provided, however, that this does not apply when the court finds that the reorganization plan is unlikely to be implemented; and

三　更生計画が遂行されることが確実であると認められる場合（前号に該当する場合を除く。）

(iii) when it is found that the reorganization plan will definitely be implemented (excluding the case that falls under the preceding item).

２　裁判所は、更生手続終結の決定をしたときは、その主文及び理由の要旨を公告しなければならない。

(2) The court, when it has made a ruling to terminate reorganization proceedings, must give a public notice of the main text of the ruling and an outline of the reasons attached thereto.

（更生手続終結後の更生債権者表等の記載の効力）

(Effect of Entries in the Schedule of Reorganization Creditors After Termination of Reorganization)

第二百四十条　更生手続終結の後においては、更生債権者等は、更生債権等に基づき更生計画の定めによって認められた権利について、更生会社であった株式会社及び更生会社の事業の更生のために債務を負担した者に対して、更生債権者表又は更生担保権者表の記載により強制執行をすることができる。ただし、民法第四百五十二条及び第四百五十三条の規定の適用を妨げない。

Article 240 After the termination of reorganization, a secured or unsecured reorganization creditor may carry out enforcement, with regard to their rights approved based on their secured or unsecured reorganization claim pursuant to the provisions of the reorganization plan, against the stock company that has been the reorganization company and any person that has incurred a debt for the reorganization of the reorganizing company's business, based on the entries in the schedule of reorganization creditors or schedule of secured reorganization creditors; provided, however, that this does not preclude the application of the provisions of Article 452 and Article 453 of the Civil Code.

第二款　更生計画認可後の更生手続の廃止

Subsection 2 Discontinuing Reorganization Proceedings After Confirmation of Reorganization Plans

第二百四十一条　更生計画認可の決定があった後に更生計画が遂行される見込みがないことが明らかになったときは、裁判所は、管財人の申立てにより又は職権で、更生手続廃止の決定をしなければならない。

Article 241 (1) If, after a ruling of confirmation of a reorganization plan is made, it has become obvious that the reorganization plan is unlikely to be implemented, the court, upon the petition of a trustee or by its own authority, must make a ruling to discontinue reorganization.

２　前項の規定による更生手続の廃止の決定は、確定しなければその効力を生じない。

(2) A ruling to discontinue reorganization made under the provisions of the preceding paragraph does not become effective unless it becomes final and binding.

３　第一項の規定による更生手続の廃止は、更生計画の遂行及びこの法律の規定によって生じた効力に影響を及ぼさない。

(3) The discontinuance of reorganization under the provisions of paragraph (1) does not affect any effects arising from the implementation of the reorganization plan and the provisions of this Act.

４　第二百三十八条第一項から第三項までの規定は第一項の規定による更生手続廃止の決定をした場合について、同条第四項の規定は当該決定を取り消す決定が確定した場合について、前条の規定は第一項の規定による更生手続廃止の決定が確定した場合について、それぞれ準用する。

(4) The provisions of Article 238, paragraph (1) through paragraph (3) apply mutatis mutandis where a ruling to discontinue reorganization is made under the provisions of paragraph (1), the provisions of paragraph (4) of the same Article apply mutatis mutandis when a ruling to set aside the ruling to discontinue reorganization under the provisions in paragraph (1) becomes final and binding, and the provisions of the preceding Article apply mutatis mutandis when a ruling to discontinue reorganization made under the provisions of paragraph (1) becomes final and binding, respectively.

第十章　外国倒産処理手続がある場合の特則

Chapter X Special Provisions if Foreign Insolvency Proceedings Are Underway

（外国管財人との協力）

(Cooperation with Foreign Trustees)

第二百四十二条　管財人は、更生会社についての外国倒産処理手続（外国で開始された手続であって、破産手続又は再生手続に相当するものをいう。以下同じ。）がある場合には、当該外国倒産処理手続における外国管財人（外国倒産処理手続において株式会社の財産の管理及び処分をする権利を有する者をいう。以下同じ。）に対し、更生会社の更生のために必要な協力及び情報の提供を求めることができる。

Article 242 (1) A trustee, when foreign insolvency proceedings exist (meaning proceedings commenced in a foreign state, which are equivalent to bankruptcy proceedings or rehabilitation proceedings; the same applies below) enforced against the reorganizing company, may request a foreign trustee (meaning a person that has a right to administer and dispose of the stock company's assets in foreign insolvency proceedings; the same applies below) in the foreign insolvency proceedings to provide cooperation and information necessary for the reorganization of the reorganizing company.

２　前項に規定する場合には、管財人は、同項の外国管財人に対し、更生会社の更生のために必要な協力及び情報の提供をするよう努めるものとする。

(2) In the case prescribed in the preceding paragraph, a trustee is to endeavor to provide a foreign trustee referred to in the same paragraph with cooperation and information necessary for the reorganization of the reorganizing company.

（更生手続の開始原因の推定）

(Presumption of Grounds for Commencement of Reorganization)

第二百四十三条　株式会社についての外国倒産処理手続がある場合には、当該株式会社に第十七条第一項に規定する更生手続開始の原因となる事実があるものと推定する。

Article 243 If foreign insolvency proceedings are enforced against a stock company, a fact constituting the grounds for the commencement of reorganization prescribed in Article 17, paragraph (1) will be presumed to exist with regard to the stock company.

（外国管財人の権限等）

(Powers of Foreign Trustees)

第二百四十四条　外国管財人は、株式会社に第十七条第一項第一号に掲げる場合に該当する事実があるときは、当該株式会社について更生手続開始の申立てをすることができる。

Article 244 (1) If a fact that falls under the case stated in Article 17, paragraph (1), item (i) exists with regard to a stock company, a foreign trustee may file a petition to commence reorganization against the stock company.

２　第二百四十二条第一項に規定する場合には、同項の外国管財人は、更生会社の更生手続において、関係人集会に出席し、意見を述べることができる。

(2) In the case prescribed in Article 242, paragraph (1), a foreign trustee prescribed in the same paragraph may attend a stakeholders meeting and state their opinion in reorganization against the reorganizing company.

３　第二百四十二条第一項に規定する場合には、同項の外国管財人は、更生会社の更生手続において、第百八十四条第一項に規定する期間（同条第四項の規定により期間が伸長されたときは、その伸長された期間）内に、更生計画案を作成して裁判所に提出することができる。

(3) In the case prescribed in Article 242, paragraph (1), in reorganization against the reorganizing company, a foreign trustee prescribed in the same paragraph may prepare a proposed reorganization plan and submit it to the court within the period prescribed in Article 184, paragraph (1) (if it is extended pursuant to the provisions of paragraph (4) of the same Article, within the period as extended).

４　第一項の規定により外国管財人が更生手続開始の申立てをした場合において、包括的禁止命令又はこれを変更し、若しくは取り消す旨の決定があったときはその主文を、更生手続開始の決定があったときは第四十三条第一項の規定により公告すべき事項を、同項第二号又は第三号に掲げる事項に変更を生じたときはその旨を、更生手続開始の決定を取り消す決定が確定したときはその主文を、それぞれ外国管財人に通知しなければならない。

(4) If a foreign trustee has filed a petition to commence reorganization pursuant to the provisions of paragraph (1), a notice must be given to the foreign trustee with regard to: when a comprehensive prohibitory injunction is issued or a ruling to change or set aside the order is made, the main text of the respective order; when a ruling to commence reorganization is made, the particulars for which a public notice will be given pursuant to the provisions of Article 43, paragraph (1); when there is a change to the particulars stated in item (ii) or item (iii) of the same paragraph, a statement to that effect; when a ruling to set aside the ruling to commence reorganization becomes final and binding, the main text of the order.

（相互の手続参加）

(Mutual Participation in Proceedings)

第二百四十五条　外国管財人は、届出をしていない更生債権者等であって、更生会社についての外国倒産処理手続に参加しているものを代理して、更生会社の更生手続に参加することができる。ただし、当該外国の法令によりその権限を有する場合に限る。

Article 245 (1) A foreign trustee, while representing a secured or unsecured reorganization creditor that has not filed a proof of a claim but has participated in foreign insolvency proceedings against the reorganization company, may participate in reorganization against the reorganizing company; provided, however, that this only applies when the foreign trustee has the power to do so pursuant to laws and regulations of the foreign state concerned.

２　管財人は、届出をした更生債権者等であって、更生会社についての外国倒産処理手続に参加していないものを代理して、当該外国倒産処理手続に参加することができる。

(2) A trustee, while representing a secured or unsecured reorganization creditor who filed a claim that has not participated in foreign insolvency proceedings, may participate in the foreign insolvency proceedings.

３　管財人は、前項の規定による参加をした場合には、同項の規定により代理した更生債権者等のために、外国倒産処理手続に属する一切の行為をすることができる。ただし、届出の取下げ、和解その他の更生債権者等の権利を害するおそれがある行為をするには、当該更生債権者等の授権がなければならない。

(3) A trustee, when they have participated in foreign insolvency proceedings under the provisions of the preceding paragraph, may perform any and all acts involved in the foreign insolvency proceedings in the interest of the secured or unsecured reorganization creditors that they represent; provided, however, that delegation of powers from the secured or unsecured reorganization creditors are required in order to withdraw a proof of a claim filed, seek a settlement or perform any other act that is likely to prejudice the rights of the secured or unsecured reorganization creditors.

第十一章　更生手続と他の倒産処理手続との間の移行等

Chapter XI Transfers Between Reorganization Proceedings and Other Insolvency Proceedings

第一節　破産手続から更生手続への移行

Section 1 Transfer from Bankruptcy Proceedings to Reorganization Proceedings

（破産管財人による更生手続開始の申立て）

(Petition to Commence Reorganization filed by Bankruptcy Trustees)

第二百四十六条　破産管財人は、破産者である株式会社に第十七条第一項に規定する更生手続開始の原因となる事実があるときは、裁判所（破産事件を取り扱う一人の裁判官又は裁判官の合議体をいう。以下この条において同じ。）の許可を得て、当該株式会社について更生手続開始の申立てをすることができる。

Article 246 (1) A bankruptcy trustee, when a fact constituting the grounds for commencement of reorganization prescribed in Article 17, paragraph (1) exists with regard to the stock company that is the bankrupt, may file a petition to commence reorganization against the stock company, with permission of the court (meaning a judge or panel of judges in charge of the bankruptcy case; the same applies in this Article).

２　裁判所は、更生手続によることが債権者の一般の利益に適合すると認める場合に限り、前項の許可をすることができる。

(2) The court may grant the permission referred to in the preceding paragraph only where it finds that reorganization conforms to the common interests of creditors.

３　裁判所は、第一項の許可の申立てがあった場合には、当該申立てを却下すべきこと又は当該許可をすべきことが明らかである場合を除き、当該申立てについての決定をする前に、労働組合等（当該株式会社の使用人の過半数で組織する労働組合があるときはその労働組合、当該株式会社の使用人の過半数で組織する労働組合がないときは当該株式会社の使用人の過半数を代表する者をいう。）の意見を聴かなければならない。

(3) If a petition for the permission referred to in paragraph (1) is filed, the court, except where it is obvious that the petition should be denied or the permission should be granted, must hear opinions from the labor union or relevant representative (meaning the labor union consisting of the majority of the stock company's employees, if there is any such labor union, or the person representative of the majority of the stock company's employees, if there is no labor union consisting of the majority of the stock company's employees), before making a ruling on the petition.

４　第一項の規定による更生手続開始の申立てについては、第二十条第一項の規定は、適用しない。

(4) The provisions of Article 20, paragraph (1) do not apply to a petition to commence reorganization filed under the provisions of paragraph (1).

（更生債権の届出を要しない旨の決定）

(Ruling for Not Requiring Reporting Reorganization Claims)

第二百四十七条　裁判所は、更生手続開始の決定をする場合において、第五十条第一項の規定により中止することとなる破産手続において届出があった破産債権の内容及び原因、破産法第百二十五条第一項本文に規定する異議等のある破産債権の数、当該破産手続における配当の有無その他の事情を考慮して相当と認めるときは、当該決定と同時に、更生債権であって当該破産手続において破産債権としての届出があったもの（同法第九十七条第四号に規定する租税等の請求権及び同条第六号に規定する罰金等の請求権を除く。以下この条において同じ。）を有する更生債権者は当該更生債権の届出をすることを要しない旨の決定をすることができる。

Article 247 (1) Where the court makes a ruling to commence reorganization, if finding it appropriate while taking into consideration the content and cause of each bankruptcy claim filed in the bankruptcy proceedings to be stayed pursuant to the provisions of Article 50, paragraph (1), the number of disputed bankruptcy claims prescribed in the main clause of Article 125, paragraph (1) of the Bankruptcy Act, whether or not any distribution will be made through the bankruptcy proceedings, and any other circumstances concerned, it may make a ruling, upon making the ruling to commence reorganization, to the effect that reorganization creditors that hold reorganization claims that have been filed as bankruptcy claims in the bankruptcy proceedings (excluding a right to impose taxes or other charges prescribed in Article 97, item (iv) of the same Act and claims for a fine or court costs prescribed in item (vi) of the same Article; the same applies in this Article) are not required to file proof of the reorganization claims.

２　裁判所は、前項の規定による決定をしたときは、第四十三条第一項の規定による公告に、更生債権であって前項の破産手続において破産債権としての届出があったものを有する更生債権者は当該更生債権の届出をすることを要しない旨を掲げ、かつ、その旨を知れている更生債権者に通知しなければならない。

(2) When the court has made a ruling pursuant to the provisions of the preceding paragraph, must indicate, in the public notice to be given under the provisions of Article 43, paragraph (1), that reorganization creditors that hold reorganization claims that have been filed as bankruptcy claims in the bankruptcy proceedings referred to in the preceding paragraph are not required to file a proof of the reorganization claims, and must give a notice to known reorganization creditors to that effect.

３　第一項の規定による決定があった場合には、同項の破産手続において破産債権としての届出があった債権については、当該破産債権としての届出をした者（当該破産手続において当該届出があった債権について届出名義の変更を受けた者がある場合にあっては、その者。第五項において同じ。）が、第百三十八条第一項に規定する債権届出期間の初日に、更生債権の届出をしたものとみなす。

(3) If a ruling under the provisions of paragraph (1) is made, with regard to claims that have been filed as bankruptcy claims in the bankruptcy proceedings referred to in the same paragraph, it is deemed that the persons that have filed a proof of the bankruptcy claims (or persons that have received a change of the name of the holder of filed claims with regard to the claims filed in the bankruptcy proceedings, if there is any such person; the same applies in paragraph (5)) have filed a proof of reorganization claims on the first day of the period for filing a proof prescribed in Article 138, paragraph (1).

４　前項の場合においては、当該破産債権としての届出があった債権についての次の各号に掲げる事項の届出の区分に応じ、更生債権の届出としてそれぞれ当該各号に定める事項の届出をしたものとみなす。

(4) In the case referred to in the preceding paragraph, for each of the categories of filing a proof of particulars stated in the following items regarding the claim that has been filed as a bankruptcy claim, it is deemed that the persons referred to in the preceding paragraph have filed a proof of the particulars specified in the respective items as filing a proof of a reorganization claim:

一　破産法第九十九条第一項に規定する劣後的破産債権である旨の届出があった債権についての同法第百十一条第一項第一号に掲げる破産債権の額（同条第二項第二号に掲げる別除権の行使によって弁済を受けることができないと見込まれる債権の額の届出があった破産債権にあっては、当該債権の額。次号において同じ。）及び原因の届出　第百三十八条第一項第一号に掲げる更生債権の内容としての額及び同号に掲げる更生債権の原因の届出

(i) with regard to a claim that has been filed with a statement that the claim is a subordinate bankruptcy claim prescribed in Article 99, paragraph (1) of the Bankruptcy Act, filing a proof of the amount of the bankruptcy claim stated in Article 111, paragraph (1), item (i) of the same Act (or the amount of the bankruptcy claim for which payment is not expected to be received by exercising the right of separate satisfaction stated in paragraph (2), item (ii) of the same Article, if a proof of the amount is filed; the same applies in the following item) and the cause of the bankruptcy claim: filing a proof of the amount of the reorganization claim, as an element of the content of the reorganization claim stated in Article 138, (1) item (i), and the cause of the reorganization claim stated in the same item;

二　当該破産債権としての届出があった債権のうち前号に掲げる債権以外のものについての破産法第百十一条第一項第一号に掲げる破産債権の額及び原因の届出　第百三十八条第一項第一号に掲げる更生債権の内容としての額及び同項第三号に掲げる更生債権についての議決権の額並びに同項第一号に掲げる更生債権の原因の届出

(ii) with regard to the claim that has been filed as a bankruptcy claim, except for the claim stated in the preceding item, filing a proof of the amount and cause of the bankruptcy claim stated in Article 111, paragraph (1), item (i) of the Bankruptcy Act: filing a proof of the amount of the reorganization claim, as an element of the content of the reorganization claim stated in Article 138, paragraph (1), item (i), the amount of the voting right for the reorganization claim stated in item (iii) of the same paragraph, and the cause of the reorganization claim stated in item (i) of the same paragraph;

三　破産法第九十八条第一項に規定する優先的破産債権である旨の届出があった債権についての同法第百十一条第一項第二号に掲げるその旨の届出　第百三十八条第一項第二号に掲げる一般の優先権がある債権である旨の届出

(iii) with regard to a claim that has been filed with a statement that the claim is a preferred bankruptcy claim prescribed in Article 98, paragraph (1) of the Bankruptcy Act, filing a proof of the statement stated in Article 111, paragraph (1), item (ii) of the same Act: filing a proof of the statement that the claim is a claim with general priority stated in Article 138, paragraph (1), item (ii); or

四　破産法第九十九条第二項に規定する約定劣後破産債権である旨の届出があった債権についての同法第百十一条第一項第三号に掲げるその旨の届出　第百三十八条第一項第二号に掲げる約定劣後更生債権である旨の届出

(iv) with regard to a claim that has been filed with a statement that the claim is a consensually-subordinated bankruptcy claim prescribed in Article 99, paragraph (2) of the Bankruptcy Act, filing a proof of the statement stated in Article 111, paragraph (1), item (iii) of the same Act: filing a proof of the statement that the claim is a consensually-subordinated reorganization claim stated in Article 138, paragraph (1), item (ii).

５　前二項の規定は、当該破産債権としての届出をした者が第百三十八条第一項に規定する債権届出期間内に更生債権の届出をした場合には、当該破産債権としての届出をした者が有する第三項の破産債権としての届出があった債権については、適用しない。

(5) If the person that filed a proof of a claim as a bankruptcy claim has filed a proof of a reorganization claim within the period for filing a proof of the claims prescribed in Article 138, paragraph (1), the provisions of the preceding two paragraphs do not apply to any claim filed as a bankruptcy claim referred to in paragraph (3), which is held by the person that has filed a proof of a claim as a bankruptcy claim.

第二節　再生手続から更生手続への移行

Section 2 Transfer from Rehabilitation Proceedings to Reorganization Proceedings

（再生手続における管財人による更生手続開始の申立て）

(Petition to Commence Reorganization Filed by Trustees in Charge of Rehabilitation Proceedings)

第二百四十八条　再生手続における管財人は、再生債務者である株式会社に第十七条第一項に規定する更生手続開始の原因となる事実があるときは、裁判所（再生事件を取り扱う一人の裁判官又は裁判官の合議体をいう。以下この条において同じ。）の許可を得て、当該株式会社について更生手続開始の申立てをすることができる。

Article 248 (1) A trustee in charge of rehabilitation proceedings, when a fact constituting the grounds for commencement of reorganization prescribed in Article 17, paragraph (1) exists with regard to the stock company that is the rehabilitation debtor, may file a petition to commence reorganization against the stock company, with permission of the court (meaning a judge or panel of judges in charge of the rehabilitation case; the same applies in this Article).

２　裁判所は、更生手続によることが債権者の一般の利益に適合すると認める場合に限り、前項の許可をすることができる。

(2) The court may grant the permission referred to in the preceding paragraph only when it finds that enforcing reorganization conforms to the common interests of creditors.

３　裁判所は、第一項の許可の申立てがあった場合には、当該申立てを却下すべきこと又は当該許可をすべきことが明らかである場合を除き、当該申立てについての決定をする前に、第二百四十六条第三項に規定する労働組合等の意見を聴かなければならない。

(3) If a petition for the permission referred to in paragraph (1) is filed, the court, except where it is obvious that the petition should be denied or permission should be granted, must hear opinions from the labor union or relevant representative prescribed in Article 246, paragraph (3), before making a ruling on the petition.

４　第一項の規定による更生手続開始の申立てについては、第二十条第一項の規定は、適用しない。

(4) The provisions of Article 20, paragraph (1) do not apply to a petition to commence reorganization filed under the provisions of paragraph (1).

（更生債権の届出を要しない旨の決定）

(Ruling for Not Requiring Reporting Reorganization Claims)

第二百四十九条　裁判所は、更生手続開始の決定をする場合において、第五十条第一項の規定により中止することとなる再生手続において届出があった再生債権の内容及び原因、民事再生法第百五条第一項本文に規定する異議等のある再生債権の数、再生計画による権利の変更の有無及び内容その他の事情を考慮して相当と認めるときは、当該決定と同時に、更生債権であって当該再生手続において再生債権としての届出があったもの（同法第九十七条第一号に規定する再生手続開始前の罰金等を除く。以下この条において同じ。）を有する更生債権者は当該更生債権の届出をすることを要しない旨の決定をすることができる。

Article 249 (1) Where the court makes a ruling to commence reorganization, if finding it appropriate while taking into consideration the content and cause of each rehabilitation claim that has been filed in the rehabilitation proceedings to be stayed pursuant to the provisions of Article 50, paragraph (1), the number of disputed rehabilitation claims prescribed in the main clause of Article 105, paragraph (1) of the Civil Rehabilitation Act, whether or not any right will be modified by a rehabilitation plan and the content of the modification, and any other circumstances concerned, it may make a ruling, upon making the ruling to commence reorganization, to the effect that reorganization creditors that hold reorganization claims that have been filed as rehabilitation claims in the rehabilitation proceedings (excluding claims for a fine or court costs arising prior to the commencement of rehabilitation proceedings prescribed in Article 97, item (i) of the same Act; the same applies in this Article) are not required to file a proof of the reorganization claims.

２　裁判所は、前項の規定による決定をしたときは、第四十三条第一項の規定による公告に、更生債権であって前項の再生手続において再生債権としての届出があったものを有する更生債権者は当該更生債権の届出をすることを要しない旨を掲げ、かつ、その旨を知れている更生債権者に通知しなければならない。

(2) The court, when it has made a ruling pursuant to the provisions of the preceding paragraph, must indicate, in the public notice to be given under the provisions of Article 43, paragraph (1), that reorganization creditors that hold reorganization claims that have been filed as rehabilitation claims in the rehabilitation proceedings referred to in the preceding paragraph are not required to file a proof of the reorganization claims, and must give a notice to known reorganization creditors to that effect.

３　第一項の規定による決定があった場合には、同項の再生手続において再生債権としての届出があった債権については、当該再生債権としての届出をした者（当該再生手続において当該届出があった債権について届出名義の変更を受けた者がある場合にあっては、その者。第五項において同じ。）が、第百三十八条第一項に規定する債権届出期間の初日に、更生債権の届出をしたものとみなす。

(3) If a ruling under the provisions of paragraph (1) is made, with regard to claims that have been filed as rehabilitation claims in the rehabilitation proceedings referred to in the same paragraph, it is deemed that the persons that have filed a proof of the rehabilitation claims (or persons that have received a change of the name of the holder of filed claims with regard to the claims filed in the rehabilitation proceedings, if there is any such person; the same applies in paragraph (5)) have filed a proof of reorganization claims on the first day of the period for filing a proof prescribed in Article 138, paragraph (1).

４　前項の場合においては、当該再生債権としての届出があった債権についての次の各号に掲げる事項の届出の区分に応じ、更生債権の届出としてそれぞれ当該各号に定める事項の届出をしたものとみなす。

(4) In the case referred to in the preceding paragraph, for each of the categories of filing a proof of particulars stated in the following items regarding the claim that has been filed as a rehabilitation claim, it is deemed that the persons referred to in the preceding paragraph have filed a proof of particulars specified in the respective items as filing a proof of a reorganization claim:

一　民事再生法第九十四条第二項に規定する別除権の行使によって弁済を受けることができないと見込まれる債権の額の届出があった債権についての当該債権の額並びに同条第一項に規定する再生債権の原因及び議決権の額の届出　第百三十八条第一項第一号に掲げる更生債権の内容としての額並びに同号に掲げる更生債権の原因及び同項第三号に掲げる更生債権についての議決権の額の届出

(i) with regard to a claim that has been filed with a proof of the amount of the claim for which payment is not expected to be received by exercising the right of separate satisfaction prescribed in Article 94, paragraph (2) of the Civil Rehabilitation Act, filing a proof of the amount of the claim, and the cause of the rehabilitation claim and the amount of the voting right prescribed in paragraph (1) of the same Article: filing a proof of the amount of the reorganization claim, as an element of the content of the reorganization claim stated in Article 138, paragraph (1), item (i), the cause of the reorganization claim stated in the same item, and the amount of the voting right for the reorganization claim stated in item (iii);

二　当該再生債権としての届出があった債権のうち前号に掲げる債権以外のものについての民事再生法第九十四条第一項に規定する再生債権の内容及び原因並びに議決権の額の届出　第百三十八条第一項第一号に掲げる更生債権の内容及び原因並びに同項第三号に掲げる更生債権についての議決権の額の届出

(ii) with regard to the claim that has been filed as a rehabilitation claim, except for the claim stated in the preceding item, filing a proof of the content and cause of the rehabilitation claim and the amount of the voting right prescribed in Article 94, paragraph (1) of the Civil Rehabilitation Act: filing a proof of the content and cause of the reorganization claim stated in Article 138, paragraph (1), item (i), and the amount of the voting right for the reorganization claim stated in item (iii) of the same paragraph; and

三　民事再生法第三十五条第四項に規定する約定劣後再生債権である旨の届出があった債権についての民事再生法第九十四条第一項に規定するその旨の届出　第百三十八条第一項第二号に掲げる約定劣後更生債権である旨の届出

(iii) with regard to a claim filed with a statement that the claim is a consensually-subordinated rehabilitation claim prescribed in Article 35, paragraph (4) of the Civil Rehabilitation Act, filing a proof of the statement prescribed in Article 94, paragraph (1) of the same Act: filing a proof of the statement that the claim is a consensually-subordinated reorganization claim stated in Article 138, paragraph (1), item (ii).

５　前二項の規定は、当該再生債権としての届出をした者が第百三十八条第一項に規定する債権届出期間内に更生債権の届出をした場合には、当該再生債権としての届出をした者が有する第三項の再生債権としての届出があった債権については、適用しない。

(5) If the person that filed a proof of a claim as a rehabilitation claim has filed a proof of a reorganization claim within the period for filing a proof of claims prescribed in Article 138, paragraph (1), the provisions of the preceding two paragraphs do not apply to any claim filed as a rehabilitation claim referred to in paragraph (3), which is held by the person that has filed a proof of a claim as a rehabilitation claim.

第三節　更生手続から破産手続への移行

Section 3 Transfer from Reorganization Proceedings to Bankruptcy Proceedings

（更生手続開始の決定があった場合の破産事件の移送）

(Transfer of a Bankruptcy Case Where a Ruling to Commence Reorganization Has Been Made)

第二百五十条　裁判所（破産事件を取り扱う一人の裁判官又は裁判官の合議体をいう。）は、破産手続開始の前後を問わず、同一の債務者につき更生手続開始の決定があった場合において、当該破産事件を処理するために相当であると認めるときは、職権で、当該破産事件を更生裁判所に移送することができる。

Article 250 Where, before or after the commencement of bankruptcy proceedings, a ruling to commence reorganization has been made against the same debtor, the court (meaning a judge or panel of judges in charge of the bankruptcy case), if finding it appropriate in order to handle the bankruptcy case, by its own authority, may transfer the bankruptcy case to the reorganization court.

（更生手続終了前の破産手続開始の申立て等）

(Petition for Commencement of Bankruptcy Proceedings prior to the End of Reorganization)

第二百五十一条　破産手続開始前の更生会社について更生手続開始の決定の取消し、更生手続廃止又は更生計画不認可の決定があった場合には、第五十条第一項の規定にかかわらず、当該決定の確定前においても、更生裁判所に当該更生会社についての破産手続開始の申立てをすることができる。破産手続開始後の更生会社について更生計画認可の決定により破産手続が効力を失った後に第二百四十一条第一項の規定による更生手続廃止の決定があった場合も、同様とする。

Article 251 (1) If, with regard to the reorganizing company against which bankruptcy proceedings have not yet been commenced, a ruling set aside the ruling to commence reorganization, a ruling to discontinue reorganization, or a ruling disconfirming the reorganization plan is made, notwithstanding the provisions of Article 50, paragraph (1), a petition to commence bankruptcy proceedings may be filed with the reorganization court against the reorganizing company even before the respective order becomes final and binding. The same applies when, with regard to the reorganizing company against which bankruptcy proceedings have been commenced, a ruling to discontinue reorganization under the provisions of Article 241, paragraph (1) is made after the bankruptcy proceedings have ceased to be effective as a result of a ruling confirming the reorganization plan being made.

２　前項前段の規定は、同項前段に規定する更生会社について既に開始された再生手続がある場合については、適用しない。

(2) The provisions of the first sentence of the preceding paragraph do not apply where rehabilitation proceedings have already been commenced against the reorganization company prescribed in the first sentence of the same paragraph.

３　第一項の規定による破産手続開始の申立てに係る破産手続開始の決定は、同項前段に規定する決定又は同項後段の更生手続廃止の決定が確定した後でなければ、することができない。

(3) A ruling to commence bankruptcy proceedings based on the petition to commence bankruptcy proceedings filed under the provisions of paragraph (1) may not be made unless a ruling prescribed in the first sentence of the same paragraph or a ruling to discontinue reorganization referred to in the second sentence of the same paragraph becomes final and binding.

（更生手続の終了に伴う職権による破産手続開始の決定）

(Ruling to Commence Bankruptcy Proceedings by Court Authority upon the End of Reorganization)

第二百五十二条　破産手続開始前の株式会社について第二百三十四条第一号から第四号までに掲げる事由のいずれかが生じた場合において、裁判所は、当該株式会社に破産手続開始の原因となる事実があると認めるときは、職権で、破産法に従い、破産手続開始の決定をすることができる。ただし、当該株式会社について既に開始された再生手続がある場合は、この限りでない。

Article 252 (1) If any of the grounds stated in Article 234, item (i) through item (iv) occur with regard to a stock company against which bankruptcy proceedings have not yet been commenced, the court, when it finds that a fact constituting the grounds for commencement of bankruptcy proceedings exists with regard to the stock company, by its own authority, may make a ruling to commence bankruptcy proceedings in accordance with the Bankruptcy Act; provided, however, that this does not apply where rehabilitation proceedings have already been commenced against the stock company.

２　破産手続開始後の更生会社について更生計画認可の決定により破産手続が効力を失った後に第二百四十一条第一項の規定による更生手続廃止の決定が確定した場合には、裁判所は、職権で、破産法に従い、破産手続開始の決定をしなければならない。ただし、前条第一項後段の規定による破産手続開始の申立てに基づいて破産手続開始の決定をする場合は、この限りでない。

(2) If, after the bankruptcy proceedings commenced against the reorganizing company have ceased to be effective as a result of a ruling confirming the reorganization plan being made, a ruling to discontinue reorganization under the provisions of Article 241, paragraph (1) becomes final and binding, the court, by its own authority, must make a ruling to commence bankruptcy proceedings in accordance with the Bankruptcy Act; provided, however, that this does not apply when the court makes a ruling commencing bankruptcy proceedings based on a petition to commence bankruptcy proceedings under the provisions of the second sentence of paragraph (1) of the preceding Article.

（更生手続の終了等に伴う破産手続開始前の保全処分等）

(Provisional Remedies and Other Measures Prior to Commencement of Bankruptcy Proceedings upon Closing of Reorganization)

第二百五十三条　裁判所は、次に掲げる場合において、必要があると認めるときは、職権で、破産法第二十四条第一項の規定による中止の命令、同法第二十五条第二項に規定する包括的禁止命令、同法第二十八条第一項の規定による保全処分、同法第九十一条第二項に規定する保全管理命令又は同法第百七十一条第一項の規定による保全処分（以下この条及び第二百五十六条第四項において「保全処分等」という。）を命ずることができる。

Article 253 (1) In the following cases, the court, if finding it necessary, by its own authority, may issue a stay order under the provisions of Article 24, paragraph (1) of the Bankruptcy Act, comprehensive prohibitory injunction prescribed in Article 25, paragraph (2) of the same Act, provisional remedy under the provisions of Article 28, paragraph (1) of the same Act, order provisional administration prescribed in Article 91, paragraph (2) of the same Act or provisional remedy under the provisions of Article 171, paragraph (1) of the same Act (referred to as "provisional remedy and other measures" in this Article and Article 256, paragraph (4)):

一　破産手続開始前の株式会社につき更生手続開始の申立ての棄却の決定があった場合

(i) if, with regard to a stock company against which bankruptcy proceedings have not yet been commenced, a ruling to dismiss on the merits of a petition to commence of reorganization is made;

二　破産手続開始前の更生会社につき更生手続開始の決定の取消し、更生手続廃止又は更生計画不認可の決定が確定した場合

(ii) if, with regard to the reorganizing company against which bankruptcy proceedings have not yet been commenced, a ruling to set aside of the ruling to commence reorganization, a ruling to discontinue reorganization or a ruling disconfirming the reorganization plan becomes final and binding; or

三　破産手続開始後の更生会社につき更生計画認可の決定により破産手続が効力を失った後に第二百四十一条第一項の規定による更生手続廃止の決定が確定した場合

(iii) if, after the bankruptcy proceedings commenced against the reorganizing company have ceased to be effective as a result of a ruling confirming the reorganization plan being made, a ruling to discontinue reorganization under the provisions of Article 241, paragraph (1) becomes final and binding.

２　裁判所は、前項第一号又は第二号の規定による保全処分等を命じた場合において、前条第一項本文の規定による破産手続開始の決定をしないこととしたときは、遅滞なく、当該保全処分等を取り消さなければならない。

(2) If the court, after issuing a provisional remedy or other measure under the provisions of item (i) or item (ii) of the preceding paragraph, has decided not to make a ruling to commence bankruptcy proceedings under the provisions of the main clause of paragraph (1) of the preceding Article, it must void the provisional remedy or other measure without delay.

３　第一項第一号の規定による保全処分等は、同号に規定する決定を取り消す決定があったときは、その効力を失う。

(3) The provisional remedy or other measures issued under the provisions of paragraph (1), item (i) will cease to be effective when a ruling to set aside the ruling prescribed in the same item is made.

４　破産法第二十四条第四項、第二十五条第六項、第二十八条第三項、第九十一条第五項及び第百七十一条第四項の規定にかかわらず、第二項の規定による決定に対しては、即時抗告をすることができない。

(4) Notwithstanding the provisions of Article 24, paragraph (4), Article 25, paragraph (6), Article 28, paragraph (3), Article 91, paragraph (5), and Article 171, paragraph (4) of the Bankruptcy Act, no immediate appeal may be filed against a ruling made under the provisions of paragraph (2).

（更生手続の終了に伴う破産手続における破産法の適用関係）

(Application of the Bankruptcy Act in Bankruptcy Proceedings upon the End of Reorganization)

第二百五十四条　破産手続開始前の株式会社に関する次に掲げる場合における破産法の関係規定（破産法第七十一条第一項第四号並びに第二項第二号及び第三号、第七十二条第一項第四号並びに第二項第二号及び第三号、第百六十条（第一項第一号を除く。）、第百六十二条（第一項第二号を除く。）、第百六十三条第二項、第百六十四条第一項（同条第二項において準用する場合を含む。）、第百六十六条並びに第百六十七条第二項（同法第百七十条第二項において準用する場合を含む。）の規定をいう。第三項において同じ。）の適用については、更生手続開始の申立て等（更生手続開始の申立て、更生手続開始によって効力を失った特別清算の手続における特別清算開始の申立て、更生計画認可の決定により効力を失った再生手続における再生手続開始の申立て又は破産法第二百六十五条の罪に該当することとなる当該株式会社の取締役、執行役若しくはこれらに準ずる者の行為をいう。以下この項において同じ。）は、当該更生手続開始の申立て等の前に破産手続開始の申立てがないときに限り、破産手続開始の申立てとみなす。

Article 254 (1) In the following cases concerning a stock company against which bankruptcy proceedings have not yet been commenced, for the purpose of application of the relevant provisions of the Bankruptcy Act (meaning the provisions of the Bankruptcy Act, Article 71, paragraph (1), item (iv) and paragraph (2), item (ii) and item (iii), Article 72, paragraph (1), item (iv) and paragraph (2), item (ii) and item (iii), Article 160 (excluding paragraph (1), item (i)), Article 162 (excluding paragraph (1), item (ii)), Article 163, paragraph (2), Article 164, paragraph (1) (including cases where applied mutatis mutandis pursuant to paragraph (2) of the same Article), Article 166, and Article 167, paragraph (2) (including cases where applied mutatis mutandis pursuant to Article 170, paragraph (2)); the same applies in paragraph (3)), a petition to commence reorganization (meaning a petition to commence reorganization, a petition to commence special liquidation in the proceedings for special liquidation that have ceased to be effective as a result of the commencement of reorganization, a petition to commence rehabilitation proceedings in the rehabilitation proceedings that have ceased to be effective as a result of the order confirming the reorganization plan, or any act conducted by the stock company's director, executive officer, or any other person equivalent thereto, which constitutes the crime referred to in Article 265 of the Bankruptcy Act; the same applies in this paragraph) is deemed to be a petition to commence bankruptcy proceedings only when no petition to commence bankruptcy proceedings has been filed prior to the petition to commence reorganization:

一　第二百五十二条第一項本文の規定による破産手続開始の決定があった場合

(i) if a ruling to commence bankruptcy proceedings is made under the provisions of the main clause of Article 252, paragraph (1);

二　更生手続開始の申立ての棄却の決定の確定前にされた破産手続開始の申立てに基づき、当該決定の確定後に破産手続開始の決定があった場合

(ii) if, based on a petition to commence bankruptcy proceedings filed before a ruling to dismiss of a petition to commence reorganization becomes final and binding, a ruling to commence bankruptcy proceedings is made after the ruling to dismiss becomes final and binding;

三　更生手続開始の決定前にされた破産手続開始の申立てに基づき、第二百三十四条第二号若しくは第三号に掲げる事由の発生後又は第二百三十六条若しくは第二百三十七条第一項の規定による更生手続廃止の決定の確定後に、破産手続開始の決定があった場合

(iii) if, based on a petition to commence bankruptcy proceedings filed before a ruling to commence reorganization is made, a ruling to commence bankruptcy proceedings is made after any of the grounds stated in Article 234, item (ii) or item (iii) occur or after a ruling to discontinue reorganization made under the provisions of Article 236 or Article 237, paragraph (1) becomes final and binding; or

四　第二百五十一条第一項前段の規定による破産手続開始の申立てに基づき、破産手続開始の決定があった場合

(iv) if, based on a petition to commence bankruptcy filed under the provisions of the first sentence of Article 251, paragraph (1), a ruling to commence bankruptcy proceedings is made.

２　更生計画不認可又は更生手続廃止の決定の確定による更生手続の終了に伴い前項各号に規定する破産手続開始の決定があった場合における破産法第百七十六条前段の規定の適用については、次に掲げる決定の日を同条前段の破産手続開始の日とみなす。

(2) For the purpose of application of the provisions of the first sentence of Article 176 of the Bankruptcy Act when a ruling to commence bankruptcy proceedings prescribed in the items of the preceding paragraph is made upon the end of reorganization as a result of a ruling disconfirming the reorganization plan or ruling to discontinue reorganization becoming final and binding, the date of any of the following rulings is deemed to be the date of commencement of bankruptcy proceedings referred to in the first sentence of the same Article:

一　更生手続開始の決定

(i) the ruling to commence reorganization; or

二　更生計画認可の決定により効力を失った再生手続における再生手続開始の決定

(ii) the ruling to commence rehabilitation proceedings in the rehabilitation proceedings that have ceased to be effective as a result of the ruling for confirmation of the reorganization plan.

３　破産手続開始後の更生会社について第二百五十一条第一項後段の規定による破産手続開始の申立てに基づいて破産手続開始の決定があった場合又は第二百五十二条第二項の規定による破産手続開始の決定があった場合における破産法の関係規定の適用については、更生計画認可の決定によって効力を失った破産手続における破産手続開始の申立てがあった時に破産手続開始の申立てがあったものとみなす。

(3) For the purpose of application of the relevant provisions of the Bankruptcy Act where, with regard to the reorganizing company against which bankruptcy proceedings have already been commenced, a ruling to commence bankruptcy proceedings is made based on a petition to commence bankruptcy proceedings filed under the provisions of the second sentence of Article 251, paragraph (1) or a ruling to commence bankruptcy proceedings is made under the provisions of Article 252, paragraph (2), it is deemed that a petition to commence bankruptcy proceedings is filed at the time when the petition to commence bankruptcy proceedings is filed in the bankruptcy proceedings that have ceased to be effective as a result of a ruling confirming the reorganization plan being made.

４　前項に規定する破産手続開始の決定があった場合における破産法第百七十六条前段の規定の適用については、更生計画認可の決定によって効力を失った破産手続における破産手続開始の日を同条前段の破産手続開始の日とみなす。

(4) For the purpose of application of the provisions of the first sentence of Article 176 of the Bankruptcy Act if a ruling to commence bankruptcy proceedings prescribed in the preceding paragraph is made, the date of commencement of bankruptcy proceedings in the bankruptcy proceedings that have ceased to be effective as a result of a ruling confirming the reorganization plan being made is deemed to be the date of commencement of bankruptcy proceedings referred to in the first sentence of the same Article.

５　第一項各号又は第三項に規定する破産手続開始の決定があった場合における破産法第百四十八条第一項第三号の規定の適用については、同号中「包括的禁止命令」とあるのは「包括的禁止命令若しくは会社更生法第二十五条第二項に規定する包括的禁止命令」と、「期間がある」とあるのは「期間又は同法第五十条第二項の規定により国税滞納処分をすることができない期間がある」とする。

(5) For the purpose of application of the provisions of Article 148, paragraph (1), item (iii) of the Bankruptcy Act when a ruling to commence bankruptcy proceedings prescribed in the items of paragraph (1) or in paragraph (3) is made, the phrase " comprehensive prohibitory injunction" is replaced with a "comprehensive prohibitory injunction or a comprehensive prohibitory injunction prescribed in Article 25, paragraph (2) of the Corporate Reorganization Act", and "for a certain part of the one-year period" is replaced with " a certain part of the one-year period or a disposition to collect national tax arrears may not be enforced for a certain part of the one-year period under Article 50, paragraph (2) of the same Act".

６　前項に規定する破産手続開始の決定があった場合には、共益債権（更生手続が開始されなかった場合における第六十二条第二項並びに第百二十八条第一項及び第四項に規定する請求権を含む。第二百五十七条において同じ。）は、財団債権とする。破産手続開始後の株式会社について第二百三十四条第一号から第三号までに掲げる事由の発生又は第二百三十六条若しくは第二百三十七条第一項の規定による更生手続廃止の決定の確定によって破産手続が続行された場合も、同様とする。

(6) If a ruling to commence bankruptcy proceedings prescribed in the preceding paragraph is made, common-benefit claims (including the claims prescribed in Article 62, paragraph (2) and Article 128, paragraph (1) and paragraph (4) when reorganization is not commenced; the same applies in Article 257) will be claims on the estate. The same applies when bankruptcy proceedings commenced against a stock company are continued as a result of the occurrence of any of the grounds stated in Article 234, item (i) through item (iii) or a ruling to discontinue reorganization under the provisions of Article 236 or Article 237, paragraph (1) becoming final and binding.

（破産債権の届出を要しない旨の決定）

(Rulings for Not Requiring Reporting Bankruptcy Claims)

第二百五十五条　裁判所（破産事件を取り扱う一人の裁判官又は裁判官の合議体をいう。次項において同じ。）は、前条第一項各号又は第三項に規定する破産手続開始の決定をする場合において、終了した更生手続において届出があった更生債権等の内容及び原因並びに議決権の額、第百五十一条第一項本文に規定する異議等のある更生債権等の数、更生計画による権利の変更の有無及び内容その他の事情を考慮して相当と認めるときは、当該決定と同時に、破産債権であって当該更生手続において更生債権等としての届出があったもの（租税等の請求権及び第百四十二条第二号に規定する更生手続開始前の罰金等の請求権を除く。以下この条において同じ。）を有する破産債権者は当該破産債権の届出をすることを要しない旨の決定をすることができる。

Article 255 (1) If the court (meaning a judge or panel of judges in charge of the bankruptcy case; the same applies in the following paragraph) makes a ruling commencing bankruptcy proceedings prescribed in the items of paragraph (1) of the preceding Article or in paragraph (3) of the same Article, if finding it appropriate while taking into consideration the content and cause of each secured or unsecured reorganization claim as well as the amount of the voting right as filed in the reorganization that have been closed, the number of disputed secured or unsecured reorganization claims prescribed in the main clause of Article 151, paragraph (1), whether or not any right will be modified by a reorganization plan and the content of the modification, and any other circumstances concerned, it may make a ruling, upon making the ruling to commence bankruptcy proceedings, to the effect that bankruptcy creditors that hold bankruptcy claims, a proof of which has been filed as secured or unsecured reorganization claims in the reorganization (excluding rights to impose taxes or other charges and claims for fine or court costs arising prior to the commencement of reorganization prescribed in Article 142, item (ii); the same applies in this Article) are not required to file a proof of the bankruptcy claims.

２　裁判所は、前項の規定による決定をしたときは、破産法第三十二条第一項の規定による公告に、破産債権であって前項の更生手続において更生債権等としての届出があったものを有する破産債権者は当該破産債権の届出をすることを要しない旨を掲げ、かつ、その旨を知れている破産債権者に通知しなければならない。

(2) The court, when it has made a ruling pursuant to the provisions of the preceding paragraph, must indicate, in the public notice to be given under the provisions of Article 32, paragraph (1) of the Bankruptcy Act, that bankruptcy creditors that hold bankruptcy claims, the proof of which have been filed as secured or unsecured reorganization claims in the reorganization referred to in the preceding paragraph, are not required to file a proof of the bankruptcy claims, and must give a notice to known bankruptcy creditors to that effect.

３　第一項の規定による決定があった場合には、同項の更生手続において更生債権等としての届出があった債権については、当該更生債権等としての届出をした者（当該更生手続において当該届出があった債権について届出名義の変更を受けた者がある場合にあっては、その者。第六項において同じ。）が、破産法第百十一条第一項に規定する債権届出期間の初日に、破産債権の届出（同項第四号に掲げる事項の届出を含む。）をしたものとみなす。

(3) If a ruling under the provisions of paragraph (1) is made, with regard to claims the proof of which has been filed as secured or unsecured reorganization claims in the reorganization referred to in the same paragraph, it is deemed that the persons that have filed a proof of the secured or unsecured reorganization claims (or persons that have received a change of the name of the holder of the filed claims with regard to the claims filed in the reorganization, if there is any such person; the same applies in paragraph (6)) have filed a proof of bankruptcy claims (including a proof of the particulars prescribed in Article 111, paragraph (1), item (iv) of the Bankruptcy Act) on the first day of the period for filing a proof of claims prescribed in Article 111, paragraph (1) of the same Act.

４　前項の場合においては、当該更生債権等としての届出があった債権についての次の各号に掲げる事項の届出の区分に応じ、破産債権の届出としてそれぞれ当該各号に定める事項の届出をしたものとみなす。

(4) In the case referred to in the preceding paragraph, for each of the categories of filing a proof of particulars stated in the following items regarding the claim that has been filed as a secured or unsecured reorganization claim, it is deemed that the persons referred to in the preceding paragraph have filed a proof of particulars specified in the respective items as filing a proof of a bankruptcy claim:

一　第百三十六条第一項第三号ロからニまでに掲げる債権についての第百三十八条第一項第三号又は第二項第三号に掲げる更生債権等についての議決権の額及び同条第一項第一号又は第二項第一号に掲げる更生債権等の原因の届出　破産法第百十一条第一項第一号に掲げる破産債権の額及び原因の届出

(i) with regard to any of the claims stated in Article 136, paragraph (1), item (iii), (b) through (d), filing a proof of the amount of the voting right for the secured or unsecured reorganization claim stated in Article 138, paragraph (1), item (iii) or paragraph (2), item (iii), and the cause of the secured or unsecured reorganization claim stated in Article 138, paragraph (1), item (i) or paragraph (2), item (i): filing a proof of the amount and cause of the bankruptcy claim stated in Article 111, paragraph (1), item (i) of the Bankruptcy Act;

二　更生債権等としての届出があった債権のうち前号に掲げる債権以外のものについての第百三十八条第一項第一号又は第二項第一号に掲げる更生債権等の内容としての額及び同条第一項第一号又は第二項第一号に掲げる更生債権等の原因の届出　破産法第百十一条第一項第一号に掲げる破産債権の額及び原因の届出

(ii) with regard to the claim that has been filed as a secured or unsecured reorganization claim, except for the claim set forth in the preceding item, filing a proof of the amount of the secured or unsecured reorganization claim, as an element of the content of the secured or unsecured reorganization claim, stated in Article 138, paragraph (1), item (i) or paragraph (2), item (i), and the cause of the secured or unsecured reorganization claim stated in Article 138, paragraph (1), item (i) or paragraph (2), item (i): filing a proof of the amount and cause of the bankruptcy claim stated in Article 111, paragraph (1), item (i);

三　第百三十六条第一項第一号、第二号又は第三号イに掲げる債権についての第百三十八条第一項第一号又は第二項第一号に掲げる更生債権等の内容としての額及び同条第一項第三号又は第二項第三号に掲げる更生債権等についての議決権の額の届出　届出があった更生債権等の内容としての額から届出があった更生債権等についての議決権の額を控除した額に係る部分につき破産法第百十一条第一項第三号に掲げる劣後的破産債権である旨の届出

(iii) with regard to any of the claims stated in Article 136, paragraph (1), item (i), item (ii), or item (iii), (a), filing a proof of the amount of the secured or unsecured reorganization claim, as an element of the content of the secured or unsecured reorganization claim, stated in Article 138, paragraph (1), item (i) or paragraph (2), item (i), and the amount of the voting right for the secured or unsecured reorganization claim stated in Article 138, paragraph (1), item (iii) or paragraph (2), item (iii): filing a proof of the statement that the claim in question is a subordinate bankruptcy claim stated in Article 111, paragraph (1), item (iii) of the Bankruptcy Act for its part corresponding to the amount obtained by deducting the amount of the voting right for the filed secured or unsecured reorganization claim from the amount of the filed secured or unsecured reorganization claim, which is an element of their content;

四　第百三十六条第二項第一号から第三号までに掲げる債権についての第百三十八条第一項第一号又は第二項第一号に掲げる更生債権等の内容の届出　破産法第百十一条第一項第三号に掲げる劣後的破産債権である旨の届出

(iv) with regard to any of the claims stated in Article 136, paragraph (2), item (i) through item (iii), filing a proof of the content of the secured or unsecured reorganization claim stated in Article 138, paragraph (1), item (i) or paragraph (2), item (i): filing a proof of the statement that the claim is a subordinated bankruptcy claim prescribed in Article 111, paragraph (1), item (iii) of the Bankruptcy Act;

五　一般の優先権がある債権である旨の届出があった債権についての第百三十八条第一項第二号に掲げるその旨の届出　破産法第百十一条第一項第二号に掲げる優先的破産債権である旨の届出

(v) with regard to a claim that has been filed with a statement that the claim is a claim with general priority, filing a proof of the statement stated in Article 138, paragraph (1), item (ii): filing a proof of the statement that the claim is a preferred bankruptcy claim prescribed in Article 111, paragraph (1), item (ii) of the Bankruptcy Act;

六　約定劣後更生債権である旨の届出があった債権についての第百三十八条第一項第二号に掲げるその旨の届出　破産法第百十一条第一項第三号に掲げる約定劣後破産債権である旨の届出

(vi) with regard to a claim that has been filed with a statement that the claim is a consensually-subordinated reorganization claim, filing a proof of the statement stated in Article 138, paragraph (1), item (ii): filing a proof of the statement that the claim is a consensually-subordinated bankruptcy claim prescribed in Article 111, paragraph (1), item (iii) of the Bankruptcy Act; or

七　更生手続開始当時更生会社の財産につき存する担保権（特別の先取特権、質権、抵当権及び商法又は会社法の規定による留置権に限る。次項において同じ。）の被担保債権である更生債権についての第百三十八条第一項第三号に掲げる議決権の額の届出　破産法第百十一条第二項第二号に掲げる別除権の行使によって弁済を受けることができないと見込まれる債権の額の届出

(vii) with regard to a reorganization claim secured by any security right (limited to a special statutory lien, pledge, mortgage, and right of retention under the provisions of the Commercial Code or the Companies Act; the same applies in the following paragraph) that exists on the reorganizing company's assets as of the time of commencement of reorganization, filing a proof of the amount of the voting right stated in Article 138, paragraph (1), item (iii): filing a proof of the amount of the claim for which payment is not expected to be received by exercising the right of separate satisfaction stated in Article 111, paragraph (2), item (ii) of the Bankruptcy Act.

５　前二項の場合においては、更生手続開始当時更生会社の財産につき存する担保権の被担保債権であって更生債権としての届出及び更生担保権としての届出の双方の届出があったものについて届出をしたものとみなされる破産債権の額は、前項の規定により当該更生債権及び当該更生担保権のそれぞれについて破産債権の額として届出をしたものとみなされる額を合算したものとする。

(5) In the cases referred to in the preceding two paragraphs, the amount of the bankruptcy claim, which is secured by any security right that exists on the reorganizing company's assets as of the time of commencement of reorganization and which is deemed to have been filed both as a reorganization claim and a secured reorganization claim, will be the sum of the amount of the reorganization claim and the amount of the secured reorganization claim each of which is deemed to have been filed as the amount of the bankruptcy claim pursuant to the provisions of the preceding paragraph.

６　前三項の規定は、当該更生債権等としての届出をした者が破産法第百十一条第一項に規定する債権届出期間内に破産債権の届出をした場合には、当該更生債権等としての届出をした者が有する第三項の更生債権等としての届出があった債権については、適用しない。

(6) If the person that filed a proof of a claim as a secured or unsecured reorganization claim has filed a proof of a bankruptcy claim within the period for filing a proof of claims prescribed in Article 111, paragraph (1) of the Bankruptcy Act, the provisions of the preceding three paragraphs do not apply to any claim filed as a secured or unsecured reorganization claim referred to in paragraph (3), which is held by the person that filed a proof of a claim as a secured or unsecured reorganization claim

（否認の請求を認容する決定に対する異議の訴え等の取扱い）

(Handling Actions to Oppose Rulings Upholding a Request for Avoidance)

第二百五十六条　第二百三十四条第三号又は第四号に掲げる事由が生じた場合において、第二百五十四条第一項各号又は第三項に規定する破産手続開始の決定があったときは、第五十二条第四項の規定により中断した第九十七条第一項の訴えに係る訴訟手続は、破産管財人においてこれを受け継ぐことができる。この場合においては、受継の申立ては、相手方もすることができる。

Article 256 (1) If any of the grounds stated in Article 234, item (iii) or item (iv) occur, if a ruling to commence bankruptcy proceedings prescribed in the items of Article 254, paragraph (1) or in paragraph (3) of the same Article is made, a bankruptcy trustee may take over an action referred to in Article 97, paragraph (1) that is discontinued pursuant to the provisions of Article 52, paragraph (4). In this case, a petition for taking over the action may also be filed by the opponent.

２　前項の場合においては、相手方の管財人に対する訴訟費用請求権は、財団債権とする。

(2) In the case referred to in the preceding paragraph, the opponent's claim for court costs against a trustee will be a claim on the estate.

３　第一項の場合において、第五十二条第四項の規定により中断した第九十七条第一項の訴えに係る訴訟手続について第一項の規定による受継があるまでに破産手続が終了したときは、当該訴訟手続は、終了する。

(3) In the case referred to in paragraph (1), if the bankruptcy proceedings are closed before the action referred to in Article 97, paragraph (1) discontinued pursuant to the provisions of Article 52, paragraph (4) is taken over under the provisions of paragraph (1), the action will be closed.

４　第五十二条第四項の規定により中断した第九十七条第一項の訴えに係る訴訟手続であって破産手続開始前の株式会社についての更生事件に係るものは、その中断の日から一月（その期間中に第二百五十三条第一項第一号若しくは第二号の規定による保全処分等又は第二百五十四条第二項各号に掲げる破産手続開始の申立てに係る破産手続における保全処分等がされていた期間があるときは、当該期間を除く。）以内に第二百五十四条第一項各号に規定する破産手続開始の決定がされていないときは、終了する。

(4) An action referred to in Article 97, paragraph (1), which is discontinued pursuant to the provisions of Article 52, paragraph (4) and pertains to a reorganization case involving the stock company against which bankruptcy proceedings have not yet been commenced, will be closed if a ruling to commence bankruptcy proceedings prescribed in the items of Article 254, paragraph (1) is not made within one month from the date of discontinuance of the action (if, for a certain part of the one-month period, provisional remedy and other measures are issued under the provisions of Article 253, paragraph (1), item (i) or item (ii) or a provisional remedy is issued in bankruptcy proceedings based on a petition to commence bankruptcy proceedings prescribed in the items of Article 254, paragraph (2), the part of the period will be excluded).

５　第百六十三条第一項の規定により引き続き係属するものとされる第百五十一条第一項本文に規定する更生債権等査定申立ての手続及び第百五十三条第一項に規定する価額決定の申立ての手続は、第二百五十四条第一項各号又は第三項に規定する破産手続開始の決定があったときは、終了するものとする。この場合においては、第百六十三条第三項の規定は、適用しない。

(5) The proceedings for a petition for assessment of the secured or unsecured reorganization claim prescribed in the main clause of Article 151, paragraph (1) and the proceedings for a petition for valuation prescribed in Article 153, paragraph (1), both of which continue to be pending pursuant to the provisions of Article 163, paragraph(1), is to be closed when a ruling to commence bankruptcy proceedings prescribed in the items of Article 254, paragraph (1) or in paragraph (3) of the same Article is made. In this case, the provisions of Article 163, paragraph (3) do not apply.

６　第四項の規定は、第百六十三条第四項の規定により中断した第百五十二条第一項に規定する更生債権等査定異議の訴えに係る訴訟手続であって破産手続開始前の株式会社についての更生事件に係るものについて準用する。

(6) The provisions of paragraph (4) apply mutatis mutandis to an action to oppose assessment of the secured or unsecured reorganization claim prescribed in Article 152, paragraph (1), which is discontinued pursuant to the provisions of Article 163, paragraph (4) and pertains to a reorganization case involving the stock company against which bankruptcy proceedings have not yet been commenced.

第四節　更生手続の終了に伴う再生手続の続行

Section 4 Continuation of Rehabilitation Proceedings after Reorganization Proceedings

第二百五十七条　株式会社について再生事件が係属している場合において、第二百三十四条第一号から第三号までに掲げる事由の発生又は第二百三十六条若しくは第二百三十七条第一項の規定による更生手続廃止の決定の確定によって再生手続が続行されたときは、共益債権は、再生手続における共益債権とする。

Article 257 If a rehabilitation case is pending against a stock company, when the rehabilitation proceedings are continued as a result of the occurrence of any of the grounds stated in Article 234, item (i) through item (iii) or a ruling to discontinue reorganization under the provisions of Article 236 or Article 237, paragraph (1) becoming final and binding, common-benefits claims in the reorganization will be common benefit claims in the rehabilitation proceedings.

第十二章　雑則

Chapter XII Miscellaneous Provisions

（更生会社についての登記の嘱託等）

(Commission of Registration on a Reorganizing Company)

第二百五十八条　更生手続開始の決定があったときは、裁判所書記官は、職権で、遅滞なく、更生手続開始の登記を更生会社の本店（外国に本店があるときは、日本における営業所。第四項及び次条第一項において同じ。）の所在地の登記所に嘱託しなければならない。

Article 258 (1) If a ruling to commence reorganization is made, a court clerk, by their own authority, without delay, must commission the registry office having jurisdiction over the location of the head office of the reorganizing company (if the company has its head office in a foreign state, its business office in Japan; the same applies in paragraph (4), and paragraph (1) of the following Article) to make a registration of the commencement of reorganization.

２　前項の登記には、管財人の氏名又は名称及び住所、管財人がそれぞれ単独にその職務を行うことについて第六十九条第一項ただし書の許可があったときはその旨並びに管財人が職務を分掌することについて同項ただし書の許可があったときはその旨及び各管財人が分掌する職務の内容をも登記しなければならない。

(2) When making the registration referred to in the preceding paragraph, the name and address of each trustee, if permission referred to in the proviso to Article 69, paragraph (1) is granted for independent performance of duties by each trustee, a statement to that effect, and if permission referred to in the proviso of the same paragraph is granted for division of duties among trustees, a statement to that effect and the contents of the duties assigned to each trustee must also be registered.

３　第一項の規定は、前項に規定する事項に変更が生じた場合について準用する。

(3) The provisions of paragraph (1) apply mutatis mutandis when there is a change to any of the particulars prescribed in the preceding paragraph.

４　開始前会社について保全管理命令又は監督命令がされたときは、裁判所書記官は、職権で、遅滞なく、保全管理命令又は監督命令の登記を開始前会社の本店の所在地の登記所に嘱託しなければならない。

(4) When an order for provisional administration or supervision order is issued against the company awaiting reorganization, a court clerk, by their own authority, without delay, must commission the registry office having jurisdiction over the head office of the company awaiting reorganization to make a registration of the order.

５　前項の登記には、次の各号に掲げる区分に応じ、それぞれ当該各号に定める事項をも登記しなければならない。

(5) When making the registration stated in the preceding paragraph, the particulars specified in each of the following items must also be registered for the categories of registrations stated in the respective items:

一　前項に規定する保全管理命令の登記　保全管理人の氏名又は名称及び住所、保全管理人がそれぞれ単独にその職務を行うことについて第三十四条第一項において準用する第六十九条第一項ただし書の許可があったときはその旨並びに保全管理人が職務を分掌することについて第三十四条第一項において準用する第六十九条第一項ただし書の許可があったときはその旨及び各保全管理人が分掌する職務の内容

(i) registration of an order for provisional administration prescribed in the preceding paragraph: the names and addresses of the temporary administrators, if permission referred to in the proviso to Article 69, paragraph (1), as applied mutatis mutandis pursuant to Article 34, paragraph (1), is granted for independent performance of duties by each temporary administrator, a statement to that effect, and if permission referred to in the proviso of Article 69, paragraph (1), as applied mutatis mutandis pursuant to Article 34, paragraph (1), is granted for division of duties among temporary administrators, a statement to that effect and the contents of the duties assigned to each temporary administrator; and

二　前項に規定する監督命令の登記　監督委員の氏名又は名称及び住所並びに第三十五条第二項の規定により指定された行為

(ii) registration of a supervision order prescribed in the preceding paragraph: The names and addresses of supervisors, and the acts designated pursuant to the provisions of Article 35, paragraph (2).

６　第四項の規定は、同項に規定する裁判の変更若しくは取消しがあった場合又は前項に規定する事項に変更が生じた場合について準用する。

(6) The provisions of paragraph (4) apply mutatis mutandis when a judicial decision prescribed in the same paragraph is changed or set aside or there is a change to any of the particulars prescribed in the preceding paragraph.

７　第一項の規定は、更生計画認可の決定があった場合又は第二百三十四条第二号から第五号までに掲げる事由が生じた場合について準用する。

(7) The provisions of paragraph (1) apply mutatis mutandis when a ruling confirming the reorganization plan is made or when any of the grounds stated in Article 234, item (ii) through item (v) occur.

８　登記官は、第一項の規定により更生手続開始の登記をする場合において、更生会社について特別清算開始の登記があるときは、職権で、その登記を抹消しなければならない。

(8) A registrar, when making a registration of the commencement of reorganization pursuant to the provisions of paragraph (1), by their own authority, must cancel a registration of the commencement of special liquidation against the reorganizing company, if there is any such registration.

９　登記官は、第七項の規定により更生手続開始の決定の取消しの登記をする場合において、前項の規定により抹消した登記があるときは、職権で、その登記を回復しなければならない。

(9) A registrar, when making a registration of the setting aside of a ruling to commence reorganization pursuant to the provisions of paragraph (7), by their own authority, must restore a registration cancelled under the provisions of the preceding paragraph, if there is any such registration.

１０　第八項の規定は更生計画認可の登記をする場合における破産手続開始又は再生手続開始の登記について、前項の規定は更生計画認可の決定を取り消す決定が確定した場合におけるこの項において準用する第八項の規定により抹消した登記について、それぞれ準用する。

(10) The provisions of paragraph (8) apply mutatis mutandis to a registration of the commencement of bankruptcy proceedings or commencement of rehabilitation proceedings in the case of making a registration of the confirmation of the reorganization plan, and the provisions of the preceding paragraph apply mutatis mutandis to a registration cancelled pursuant to the provisions of paragraph (8), as applied mutatis mutandis pursuant to this paragraph, if a ruling to set aside the order confirming the reorganization plan becomes respectively final and binding.

第二百五十九条　第七十二条第四項前段の規定により更生会社の機関がその権限を回復したときは、裁判所書記官は、職権で、遅滞なく、その旨の登記を更生会社の本店の所在地の登記所に嘱託しなければならない。

Article 259 (1) When the organs of the reorganizing company have restored their powers pursuant to the provisions of the first sentence of Article 72, paragraph (4), a court clerk, by their own authority, without delay, must commission the registry office having jurisdiction over the location of the reorganizing company's head office to make a registration to that effect.

２　前項の規定は、第七十二条第四項前段の規定による更生計画の定め又は裁判所の決定が取り消された場合について準用する。

(2) The provisions of the preceding paragraph apply mutatis mutandis when provisions of a reorganization plan or a ruling of the court under the provisions of the first sentence of Article 72, paragraph (4) is set aside.

（登記のある権利についての登記の嘱託等）

(Commission of Registration on Registered Rights)

第二百六十条　次に掲げる場合には、裁判所書記官は、職権で、遅滞なく、当該保全処分の登記を嘱託しなければならない。

Article 260 (1) In the following cases, a court clerk, by their own authority, without delay, must commission a registration of the provisional remedy concerned:

一　開始前会社に属する権利で登記がされたものに関し第二十八条第一項（第四十四条第二項において準用する場合を含む。）の規定による保全処分があったとき。

(i) when a provisional remedy under the provisions of Article 28, paragraph (1) (including cases where applied mutatis mutandis pursuant to Article 44, paragraph (2)) is issued with respect to any registered right that belongs to the company awaiting reorganization; or

二　登記のある権利に関し第三十九条の二第一項若しくは第四十条第一項（これらの規定を第四十四条第二項において準用する場合を含む。）又は第九十九条第一項の規定による保全処分があったとき。

(ii) when a provisional remedy under the provisions of Article 39-2, paragraph (1) or Article 40, paragraph (1) (including cases where these provisions are applied mutatis mutandis pursuant to Article 44, paragraph (2)) or Article 99, paragraph (1) is issued with respect to any registered right.

２　前項の規定は、同項に規定する保全処分の変更若しくは取消しがあった場合又は当該保全処分が効力を失った場合について準用する。

(2) The provisions of the preceding paragraph apply mutatis mutandis when the provisional remedy prescribed in the same paragraph is changed or voided or the provisional remedy ceases to be effective.

３　裁判所書記官は、更生手続開始の決定があった場合において、更生会社に属する権利で登記がされたものについて会社法第九百三十八条第三項（同条第四項において準用する場合を含む。）の規定による登記があることを知ったときは、職権で、遅滞なく、その登記の抹消を嘱託しなければならない。

(3) If a ruling to commence reorganization is made, a court clerk, when they become aware that there is a registration under the provisions of Article 938, paragraph (3) of the Companies Act (including cases where applied mutatis mutandis pursuant to paragraph (4) of the same Article) with regard to any registered right that belongs to the reorganizing company must commission cancellation of the registration by their own authority without delay.

４　前項の規定による登記の抹消がされた場合において、更生手続開始の決定を取り消す決定が確定したときは、裁判所書記官は、職権で、遅滞なく、同項の規定により抹消された登記の回復を嘱託しなければならない。

(4) If a registration is cancelled under the provisions of the preceding paragraph, when a ruling to set aside the ruling to commence reorganization has become final and binding, a court clerk, by their own authority, without delay, must commission restoration of the registration cancelled under the provisions of the same paragraph.

（更生計画の遂行等に関する登記の嘱託等）

(Commission of Registration on Implementation of a Reorganization Plan)

第二百六十一条　第二百五十八条第一項の規定は、更生計画の遂行又はこの法律の規定により更生手続終了前に更生会社又は更生計画の定めにより設立される会社について登記すべき事項が生じた場合について準用する。この場合において、会社法第九百三十条第二項各号に掲げる事項について登記すべき事項が生じたときは、第二百五十八条第一項中「の本店」とあるのは、「の本店及び支店」と読み替えるものとする。

Article 261 (1) The provisions of Article 258, paragraph (1) apply mutatis mutandis when any matter to be registered has arisen from the implementation of the reorganization plan or the provisions of this Act, before the end of reorganization, with regard to the reorganizing company or the company to be incorporated pursuant to the provisions of the reorganization plan. In this case, when any matter to be registered has arisen with regard to the particulars stated in the items of Article 930, paragraph (2) of the Companies Act, the term "the head office" in Article 258, paragraph (1) is deemed to be replaced with "the head office and the branch offices".

２　更生会社が他の会社と合併をする場合において、裁判所書記官が次に掲げる登記を嘱託するときは、合併の相手方である他の会社の解散の登記をも嘱託しなければならない。

(2) When the reorganizing company effects a merger with another company, when a court clerk commissions the following registrations, they must also commission a registration of the dissolution of the other company that is the partner of the merger:

一　吸収合併後存続する更生会社の吸収合併による変更の登記

(i) a registration of change due to an absorption-type merger, in relation to the reorganizing company that survives the absorption-type merger; or

二　新設合併により設立する会社の新設合併による設立の登記

(ii) a registration of incorporation due to a consolidation-type merger, in relation to the company that is incorporated in the consolidation-type merger.

３　第一項の規定は、他の会社が更生会社と吸収合併をして吸収合併後存続する場合における更生会社の解散の登記については、適用しない。

(3) The provisions of paragraph (1) do not apply to a registration of dissolution of the reorganizing company when another company effects an absorption-type merger with the reorganizing company and survives the absorption-type merger.

４　更生会社が他の会社と吸収分割をする場合において、裁判所書記官が更生会社の吸収分割による変更の登記を嘱託するときは、当該他の会社の吸収分割による変更の登記をも嘱託しなければならない。

(4) If the reorganizing company effects an absorption-type company split with another company, when a court clerk commissions a registration of change due to an absorption-type split in relation to the reorganizing company, they must also commission a registration of change due to an absorption-type company split in relation to the other company.

５　更生会社が他の会社と共同して新設分割をする場合において、裁判所書記官が新設分割による設立の登記を嘱託するときは、当該他の会社の新設分割による変更の登記をも嘱託しなければならない。

(5) If the reorganizing company effects an incorporation-type company split jointly with another company, when a court clerk commissions a registration of incorporation due to an incorporation-type company split, they must also commission a registration of change due to an incorporation-type company split in relation to the other company.

６　前条第一項の規定は、更生計画の遂行により更生手続終了前に登記のある権利の得喪又は変更が生じた場合について準用する。ただし、更生会社、更生債権者等、株主及び更生計画の定めにより設立される会社以外の者を権利者とする登記については、この限りでない。

(6) The provisions of paragraph (1) of the preceding Article apply mutatis mutandis when acquisition, loss, or modification of any registered right occurs prior to the end of reorganization as a result of the implementation of the reorganization plan; provided, however, that this does not apply to a registration of any right if the right holder is a person other than the reorganizing company, secured or unsecured reorganization creditors, shareholders, or the company to be incorporated pursuant to the provisions of the reorganization plan.

（否認の登記）

(Registration of Avoidance)

第二百六十二条　登記の原因である行為が否認されたときは、管財人は、否認の登記を申請しなければならない。登記が否認されたときも、同様とする。

Article 262 (1) If any act constituting the cause of registration is avoided, a trustee must apply for a registration of avoidance. The same applies where a registration is avoided.

２　登記官は、前項の否認の登記に係る権利に関する登記をするときは、職権で、次に掲げる登記を抹消しなければならない。

(2) A registrar, when making a registration of a right related to the registration of avoidance stated in the preceding paragraph, by their own authority, must cancel the following registrations:

一　当該否認の登記

(i) the registration of avoidance in question;

二　否認された行為を登記原因とする登記又は否認された登記

(ii) the registration the cause of which is the avoided act, or the avoided registration; and

三　前号の登記に後れる登記があるときは、当該登記

(iii) any subsequent registration made after the registration referred to in the preceding item.

３　前項に規定する場合において、否認された行為の後否認の登記がされるまでの間に、同項第二号に掲げる登記に係る権利を目的とする第三者の権利に関する登記（更生手続の関係において、その効力を主張することができるものに限る。第五項において同じ。）がされているときは、同項の規定にかかわらず、登記官は、職権で、当該否認の登記の抹消及び同号に掲げる登記に係る権利の更生会社への移転の登記をしなければならない。

(3) In the case prescribed in the preceding paragraph, if, after any act which is avoided was conducted until a registration of avoidance is made, a registration of a third party's right (limited to the registration the effect of which may be asserted in relation to reorganization; the same applies in paragraph (5)), the subject matter of which is the right related to the registration stated in item (ii) of the same paragraph, is made, a registrar, notwithstanding the provisions of the same paragraph, by their own authority, must cancel the registration of avoidance and make a registration of the transfer of the right related to the registration stated in the same item to the reorganizing company.

４　裁判所書記官は、第一項の否認の登記がされている場合において、更生会社について、更生計画認可の決定が確定したときは、職権で、遅滞なく、当該否認の登記の抹消を嘱託しなければならない。

(4) If a registration of avoidance referred to in paragraph (1) is made, if, with regard to the reorganizing company, a ruling confirming the reorganization plan becomes final and binding, a court clerk, by their own authority, without delay, must commission cancellation of the registration of avoidance.

５　前項に規定する場合において、裁判所書記官から当該否認の登記の抹消の嘱託を受けたときは、登記官は、職権で、第二項第二号及び第三号に掲げる登記を抹消しなければならない。この場合において、否認された行為の後否認の登記がされるまでの間に、同項第二号に掲げる登記に係る権利を目的とする第三者の権利に関する登記がされているときは、登記官は、職権で、同項第二号及び第三号に掲げる登記の抹消に代えて、同項第二号に掲げる登記に係る権利の更生会社への移転の登記をしなければならない。

(5) In the case prescribed in the preceding paragraph, a registrar, when commissioned by a court clerk to cancel the registration of avoidance, must cancel the registration stated in paragraph (2), item (ii) and item (iii) by their own authority. In this case, during the period between an avoided act being conducted and registration of avoidance, if a registration of a third party's right, the subject matter of which is the right related to the registration stated in item (ii) of the same paragraph is made, a registrar, by their own authority, must make a registration of the transfer of the right related to the registration stated in item (ii) of the same paragraph to the reorganizing company, instead of canceling the registration stated in item (ii) and item (iii) of the same paragraph.

６　裁判所書記官は、第一項の否認の登記がされている場合において、更生会社について、第二百三十四条第二号若しくは第三号に掲げる事由が生じ、又は第二百三十六条若しくは第二百三十七条第一項の規定による更生手続廃止の決定が確定したときは、職権で、遅滞なく、当該否認の登記の抹消を嘱託しなければならない。

(6) If a registration of avoidance referred to in paragraph (1) is made, if, with regard to the reorganizing company, the grounds stated in Article 234, item (ii) or item (iii) occur or a ruling to discontinue reorganization under the provisions of Article 236 or Article 237, paragraph (1) becomes final and binding, by their own authority, without delay, a court clerk must commission cancellation of the registration of avoidance.

（登記嘱託書等の添付書面等）

(Documents to Be Attached to Written Commissions)

第二百六十三条　この法律の規定による登記の嘱託情報若しくは申請情報と併せて提供することが必要な情報又は嘱託書若しくは申請書に添付すべき書面その他のものは、政令で定める。

Article 263 The necessary information to be provided along with the commission information or application information regarding registrations under the provisions of this Act or the documents and other objects that should be attached to written commissions or written applications will be prescribed by Cabinet Order.

（登録免許税の特例）

(Special Provisions for Registration and License Tax)

第二百六十四条　第二百五十八条から第二百六十条まで及び第二百六十二条の規定による登記については、登録免許税を課さない。

Article 264 (1) Registration and license tax is not imposed on the registrations under the provisions of Article 258 through Article 260 and Article 262.

２　更生計画において更生会社が株式を発行することを定めた場合（次項、第五項及び第六項に該当する場合を除く。）における資本金の増加の登記の登録免許税の税率は、登録免許税法（昭和四十二年法律第三十五号）第九条の規定にかかわらず、千分の一（増加した資本金の額のうち、更生債権者等又は株主に対し新たに払込み又は給付をさせないで株式を発行する部分に相当する金額以外の金額に対応する部分については、千分の三・五）とする。

(2) The rates for registration and license taxes when registering an increase of stated capital when a reorganization plan determines that the reorganizing company will issue shares (excluding cases that fall under the following paragraph, paragraph (5), and paragraph (6)) is 1/1000 (or 3.5/1000 for the section of stated increase in capital separate from the amount equivalent to that derived by issuing shares to secured or unsecured reorganization creditors for which they make further payment or performance for), notwithstanding the provisions of Article 9 of the Registration and License Tax Act (Act No. 35 of 1967).

３　更生計画において更生会社が株式交換をすることを定めた場合における株式交換による資本金の増加の登記の登録免許税の税率は、登録免許税法第九条の規定にかかわらず、千分の一（株式交換により増加した資本金の額のうち、更生債権者等又は株主に株式又は持分を交付する部分に相当する金額以外の金額に対応する部分については、千分の三・五）とする。

(3) The rates for registration and license taxes when registering an increase of stated capital through a share exchange, when a reorganization plan determines that the reorganizing company will effect a share exchange is 1/1000 (or 3.5/1000 for the section of stated increase in capital through the share exchange separate from the amount equivalent to that derived by issuing shares or equity interest to secured or unsecured reorganization creditors), notwithstanding the provisions of Article 9 of the Registration and License Tax Act.

４　更生計画において更生会社が株式移転をすることを定めた場合における当該株式移転による株式会社の設立の登記の登録免許税の税率は、登録免許税法第九条の規定にかかわらず、千分の一（資本金の額のうち、更生債権者等又は株主に株式を交付する部分に相当する金額以外の金額に対応する部分については、千分の三・五）とする。

(4) The rates for registration and license taxes when registering the incorporation of a stock company through a share transfer, when a reorganization plan determines that the reorganizing company will effect a share transfer is 1/1000 (or 3.5/1000 for the section of stated capital separate from the amount equivalent to that derived by delivering shares to secured or unsecured reorganization creditors or shareholders), notwithstanding the provisions of Article 9 of the Registration and License Tax Act.

５　更生計画において更生会社が会社の分割をすることを定めた場合における当該新設分割又は吸収分割による株式会社若しくは合同会社の設立又は資本金の増加の登記の登録免許税の税率は、登録免許税法第九条の規定にかかわらず、千分の一（それぞれ資本金の額又は吸収分割により増加した資本金の額のうち、同法別表第一第二十四号（一）ト又はチの税率欄に規定する部分に相当する金額に対応する部分については、千分の三・五）とする。

(5) The rates for registration and license taxes applied to registration of the incorporation of a stock company or limited liability company, or of the increase of stated capital through an incorporation-type company split or absorption-type company split, when a reorganization plan determines that the reorganization company will effect a company split, is 1/1000 (or 3.5/1000 for the section of stated capital or the amount of increase of stated capital through the absorption-type company split, which is equivalent to the part prescribed in Appended Table 1 of the Act, item (xxiv)-(1), (g) or (h) in the tax rate column), notwithstanding the provisions of Article 9 of the Registration and License Tax Act.

６　更生計画において更生会社が新設合併若しくは吸収合併又は組織変更をすることを定めた場合における当該新設合併若しくは組織変更による株式会社若しくは合同会社の設立又は吸収合併による資本金の増加の登記の登録免許税の税率は、登録免許税法第九条の規定にかかわらず、千分の一（それぞれ資本金の額又は吸収合併により増加した資本金の額のうち、同法別表第一第二十四号（一）ホ又はヘの税率欄に規定する部分に相当する金額（更生債権者等に株式又は持分を交付する部分に相当する金額を除く。）に対応する部分については、千分の三・五）とする。

(6) The rates for registration and license taxes applied to registration of the incorporation of a stock company or limited liability company, through a consolidation-type merger or entity conversion or of the increase of stated capital through an absorption-type merger, when a reorganization plan determines that the reorganizing company will effect a consolidation-type merger or absorption-type merger or entity conversion, is 1/1000 (or 3.5/1000 for the section of stated capital or the amount of increase of stated capital through the absorption-type merger, which is equivalent to the part prescribed in Appended Table 1 of the same Act, item (xxiv)-(1), (e) or (f) in the tax rate column (excluding the amount equivalent to that derived by issuing shares or equity interests to secured or unsecured reorganization creditors)).

７　更生計画の定めに基づき第二百二十五条第一項に規定する新会社を設立することを定めた場合における新会社の設立の登記の登録免許税の税率は、登録免許税法第九条の規定にかかわらず、千分の一（資本金の額のうち、更生債権者等又は株主に対し新たに払込み又は給付をさせないで株式を発行する部分に相当する金額以外の金額に対応する部分については、千分の三・五）とする。

(7) The rates for registration and license taxes when registering the incorporation of a new company, when a reorganization plan determines that the new company prescribed in Article 225, paragraph (1) will be incorporated, is 1/1000 (or 3.5/1000 for the section of stated capital separate from the amount equivalent to that derived by issuing shares to secured or unsecured reorganization creditors or shareholders), notwithstanding the provisions of Article 9 of the Registration and License Tax Act.

８　更生計画において当該更生計画の定めに基づき設立された株式会社が更生会社から不動産又は船舶に関する権利の移転又は設定を受けることを定めた場合におけるその移転又は設定の登記の登録免許税の税率は、登録免許税法第九条及び租税特別措置法（昭和三十二年法律第二十六号）第七十二条の規定にかかわらず、不動産に関する権利に係る登記にあっては千分の一・五（登録免許税法別表第一第一号（五）から（七）までに掲げる登記にあっては、千分の四）とし、船舶に関する権利に係る登記にあっては千分の四とする。ただし、これらの登記につきこれらの税率を適用して計算した登録免許税の額がこれらの規定を適用して計算した登録免許税の額を超えるときは、この限りでない。

(8) If a reorganization plan determines that a stock company incorporated based on its provisions will receive the transfer or establishment of any right relating to real assets or a vessel from the reorganization company, the rates for registration and license taxes when registering a transfer or establishment of the right is 1.5/1000 in the case of registration of a right relating to real assets (or 4/1000 in the case of any of the registrations stated in Appended Table 1 of the Registration and License Tax Act, item (i)-(5) through (7)), or 4/1000 in the case of registration of a right relating to a vessel; provided, however, that this does not apply if the amount of registration and license taxes calculated by applying this rate to the respective registrations exceeds the amount of registration and license tax calculated by applying the provisions (notwithstanding the provisions of Article 9 of the Registration and License Tax Act and Article 72 of the Act of Special Measures Concerning Taxation (Act No. 26 of 1957)).

（準用）

(Applications Mutatis Mutandis)

第二百六十五条　第二百六十条、第二百六十一条第六項、第二百六十二条、第二百六十三条及び前条第一項の規定は、登録のある権利について準用する。

Article 265 The provisions of Article 260, Article 261, paragraph (6), Article 262, Article 263, and paragraph (1) of the preceding Article apply mutatis mutandis to registered rights.

第十三章　罰則

Chapter XIII Penal Provisions

（詐欺更生罪）

(Crime of Fraudulent Reorganization)

第二百六十六条　更生手続開始の前後を問わず、債権者、担保権者（株式会社の財産につき特別の先取特権、質権、抵当権又は商法若しくは会社法の規定による留置権を有する者をいう。以下この章において同じ。）又は株主を害する目的で、次の各号のいずれかに該当する行為をした者は、株式会社について更生手続開始の決定が確定したときは、十年以下の懲役若しくは千万円以下の罰金に処し、又はこれを併科する。情を知って、第四号に掲げる行為の相手方となった者も、更生手続開始の決定が確定したときは、同様とする。

Article 266 (1) A person that, before or after the commencement of reorganization, for the purpose of harming creditors, security right holders (meaning holders of a special statutory lien, pledge, mortgage, or right of retention under the provisions of the Commercial Code or the Companies Act; the same applies in this Chapter) or shareholders, conducts of the acts stated in the following items is subject to imprisonment for not more than ten years or a fine of not more than ten million yen, or both, when a ruling to commence reorganization against the stock company becomes final and binding. The same applies to a person that has served as the other party to the act stated in item (iv) while knowing the purpose, when a ruling to commence reorganization becomes final and binding:

一　株式会社の財産を隠匿し、又は損壊する行為

(i) an act of concealing or damaging the stock company's assets;

二　株式会社の財産の譲渡又は債務の負担を仮装する行為

(ii) an act of faking the transfer of the stock company's assets or assumption of debts;

三　株式会社の財産の現状を改変して、その価格を減損する行為

(iii) an act of altering the existing status of the stock company's assets, thereby reducing its value; or

四　株式会社の財産を債権者、担保権者若しくは株主の不利益に処分し、又は債権者、担保権者若しくは株主に不利益な債務を株式会社が負担する行為

(iv) an act of disposing of the stock company's assets in a manner disadvantageous to creditors, security right holders or shareholders, or an act, committed by the stock company, of assuming debts disadvantageous to creditors, security right holders or shareholders.

２　前項に規定するもののほか、株式会社について更生手続開始の決定がされ、又は保全管理命令が発せられたことを認識しながら、債権者、担保権者又は株主を害する目的で、管財人の承諾その他の正当な理由がなく、その株式会社の財産を取得し、又は第三者に取得させた者も、同項と同様とする。

(2) Beyond what is prescribed in the preceding paragraph, the same paragraph also applies to a person that, knowing that a ruling to commence reorganization is made or an order for provisional administration is issued against a stock company, acquires for the purpose of harming creditors, security right holders or shareholders the stock company's assets or has a third party acquire it, without consent of a trustee or any other justifiable grounds.

（特定の債権者等に対する担保の供与等の罪）

(Crime of Providing Security to a Specific Creditor)

第二百六十七条　株式会社の代表者、代理人、使用人その他の従業者が、更生手続開始の前後を問わず、その株式会社の業務に関し、特定の債権者又は担保権者に対するその株式会社の債務について、他の債権者又は担保権者を害する目的で、担保の供与又は債務の消滅に関する行為であってその株式会社の義務に属せず又はその方法若しくは時期がその株式会社の義務に属しないものをし、株式会社について更生手続開始の決定が確定したときは、五年以下の懲役若しくは五百万円以下の罰金に処し、又はこれを併科する。

Article 267 If a representative person, agent, employee, or other worker of a stock company, before or after the commencement of reorganization, in connection with the stock company's business, with regard to the stock company's debt to a specific creditor or security right holder, conducts for the purpose of harming other creditors or security right holder an act concerning the provision of security or extinguishment of debt that is not included in the scope of the stock company's obligation in terms of the act itself or the means or time of performance of the act, and a ruling to commence reorganization has become final and binding, that person is subject to imprisonment for not more than five years or a fine of not more than five million yen, or both.

（管財人等の特別背任罪）

(Crime of a Special Breach of Trust by a Trustee)

第二百六十八条　管財人、管財人代理、保全管理人、保全管理人代理、監督委員又は調査委員が、自己若しくは第三者の利益を図り又は債権者、担保権者若しくは株主に損害を加える目的で、その任務に背く行為をし、債権者、担保権者又は株主に財産上の損害を加えたときは、十年以下の懲役若しくは千万円以下の罰金に処し、又はこれを併科する。

Article 268 (1) If a trustee, trustee representative, temporary administrator, deputy temporary administrator, supervisor, or examiner, for the purpose of promoting their own interest or the interest of a third party, or inflicting damage on creditors, security right holders, or shareholders, commits an act in breach of their duty and caused financial loss to creditors, security right holders or shareholders, the person is subject to imprisonment for not more than ten years or a fine of not more than ten million yen, or both.

２　管財人、保全管理人、監督委員又は調査委員（以下この項において「管財人等」という。）が法人であるときは、前項の規定は、管財人等の職務を行う役員又は職員に適用する。

(2) If a trustee, temporary administrator, supervisor, or examiner (referred to as a "trustee, administrator, supervisor, or examiner" in this paragraph) is a corporation, the provisions of the preceding paragraph apply to the officer or employee who performs the duties of a trustee, administrator, supervisor, or examiner.

（報告及び検査の拒絶等の罪）

(Crime of Refusal of Reports and Inspections)

第二百六十九条　第七十七条第一項又は第二百九条第三項に規定する者が第七十七条第一項（第三十四条第一項、第三十八条又は第百二十六条において準用する場合を含む。）又は第二百九条第三項の規定による報告を拒み、又は虚偽の報告をしたときは、三年以下の懲役若しくは三百万円以下の罰金に処し、又はこれを併科する。

Article 269 (1) If any of the persons prescribed in Article 77, paragraph (1) or Article 209, paragraph (3) refuses to make a report under the provisions of Article 77, paragraph (1) (including cases where applied mutatis mutandis pursuant to Article 34, paragraph (1), Article 38, or Article 126) or Article 209, paragraph (3) or made a false report, that person is subject to imprisonment for not more than three years or a fine of not more than three million yen, or both

２　第七十七条第一項又は第二百九条第三項に規定する者の代表者、代理人、使用人その他の従業者（第四項において「代表者等」という。）が、第七十七条第一項又は第二百九条第三項に規定する者の業務に関し、第七十七条第一項（第三十四条第一項、第三十八条又は第百二十六条において準用する場合を含む。）又は第二百九条第三項の規定による報告を拒み、又は虚偽の報告をしたときも、前項と同様とする。

(2) The provisions of the preceding paragraph also apply when a representative, agent, employee, or other worker ( referred to as a "representative, etc." in paragraph (4)) of any of the persons prescribed in Article 77, paragraph (1) or Article 209, paragraph (3), in connection with the business of a person prescribed in Article 77, paragraph (1) or Article 209, paragraph (3), has refused to make a report under the provisions of Article 77, paragraph (1) (including cases where applied mutatis mutandis pursuant to Article 34, paragraph (1), Article 38 or Article 126) or Article 209, paragraph (3) or made a false report.

３　第七十七条第一項に規定する者（同項に規定するこれらの者であった者を除く。）又は第二百九条第三項に規定する者（同項に規定するこれらの者であった者を除く。）が、その更生会社の業務に関し、第七十七条第一項（第三十四条第一項、第三十八条又は第百二十六条において準用する場合を含む。）又は第二百九条第三項の規定による検査を拒んだときも、第一項と同様とする。

(3) The provisions of paragraph (1) also apply when any of the persons prescribed in Article 77, paragraph (1) (excluding persons that held those posts prescribed in the same paragraph) or Article 209, paragraph (3) (excluding persons that held those posts prescribed in the same paragraph), in connection with the reorganizing company's business, has refused an inspection under the provisions of Article 77, paragraph (1) (including cases when applied mutatis mutandis pursuant to Article 34, paragraph (1), Article 38 or Article 126) or Article 209, paragraph (3).

４　第七十七条第二項に規定する更生会社の子会社の代表者等が、その更生会社の子会社の業務に関し、同項（第三十四条第一項、第三十八条又は第百二十六条において準用する場合を含む。）の規定による報告若しくは検査を拒み、又は虚偽の報告をしたときも、第一項と同様とする。

(4) The provisions of paragraph (1) also apply when a representative, etc. of the reorganizing company's subsidiary company prescribed in Article 77, paragraph (2), in connection with the business of the reorganizing company's subsidiary company, has refused to make a report or refused an inspection under the provisions of the same paragraph (including cases when applied mutatis mutandis pursuant to Article 34, paragraph (1), Article 38 or Article 126) or made a false report.

（業務及び財産の状況に関する物件の隠滅等の罪）

(Crime of Spoliation of Objects Concerning the Status of Business and Property)

第二百七十条　更生手続開始の前後を問わず、債権者、担保権者又は株主を害する目的で、株式会社の業務及び財産の状況に関する帳簿、書類その他の物件を隠滅し、偽造し、又は変造した者は、株式会社について更生手続開始の決定が確定したときは、三年以下の懲役若しくは三百万円以下の罰金に処し、又はこれを併科する。

Article 270 A person that, before or after the commencement of reorganization, spoliates, forges, or alters books, documents or any other objects concerning the status of a stock company's business and assets for the purpose of harming creditors, security right holders or shareholders, is subject to imprisonment for not more than three years or a fine of not more than three million yen, or both, when a ruling to commence reorganization against the stock company becomes final and binding.

（管財人等に対する職務妨害の罪）

(Crime of Obstruction of Duties Against a Trustee)

第二百七十一条　偽計又は威力を用いて、管財人、管財人代理、保全管理人、保全管理人代理、監督委員又は調査委員の職務を妨害した者は、三年以下の懲役若しくは三百万円以下の罰金に処し、又はこれを併科する。

Article 271 A person that, by the use of fraudulent means or force, obstructs the performance of duties of a trustee, trustee representative, temporary administrator, deputy temporary administrator, supervisor, or examiner is subject to imprisonment for not more than three years or a fine of not more than three million yen, or both.

（収賄罪）

(Crime of Accepting Bribes)

第二百七十二条　管財人、管財人代理、保全管理人、保全管理人代理、監督委員、調査委員又は法律顧問が、その職務に関し、賄賂を収受し、又はその要求若しくは約束をしたときは、三年以下の懲役若しくは三百万円以下の罰金に処し、又はこれを併科する。

Article 272 (1) Any trustee, trustee representative, temporary administrator, deputy temporary administrator, supervisor, examiner, or legal advisor that accepts, solicits, or promises to accept a bribe in connection with their duties is subject to imprisonment for not more than three years or a fine of not more than three million yen, or both.

２　前項の場合において、その管財人、管財人代理、保全管理人、保全管理人代理、監督委員、調査委員又は法律顧問が不正の請託を受けたときは、五年以下の懲役若しくは五百万円以下の罰金に処し、又はこれを併科する。

(2) In the case referred to in the preceding paragraph, if the trustee, trustee representative, temporary administrator, deputy temporary administrator, supervisor, examiner, or legal advisor accedes to an unlawful request, they are subject to imprisonment for not more than five years or a fine of not more than five million yen, or both.

３　管財人、保全管理人、監督委員又は調査委員（以下この条において「管財人等」という。）が法人である場合において、管財人等の職務を行うその役員又は職員が、その管財人等の職務に関し、賄賂を収受し、又はその要求若しくは約束をしたときは、三年以下の懲役若しくは三百万円以下の罰金に処し、又はこれを併科する。管財人等が法人である場合において、その役員又は職員が、その管財人等の職務に関し、管財人等に賄賂を収受させ、又はその供与の要求若しくは約束をしたときも、同様とする。

(3) If a trustee, temporary administrator, supervisor, or examiner (referred to as a "trustee, administrator, supervisor, or examiner" in this Article) is a corporation, and any of its officers or employees who performs the duties of a trustee, administrator, supervisor, or examiner has accepts, solicits, or promises to accept a bribe, they are subject to imprisonment for not more than three years or a fine of not more than three million yen, or both. The same applies if a trustee, administrator, supervisor, or examiner is a corporation, and any of its officers or officials has it accept a bribe, or solicit or promise to accept a bribe.

４　前項の場合において、その役員又は職員が不正の請託を受けたときは、五年以下の懲役若しくは五百万円以下の罰金に処し、又はこれを併科する。

(4) In the case referred to in the preceding paragraph, if the officer or employee has acceded to an unlawful request, they are subject to imprisonment for not more than five years or a fine of not more than five million yen, or both.

５　更生債権者等、株主若しくは代理委員又はこれらの者の代理人、役員若しくは職員が、関係人集会の期日における議決権の行使又は第百八十九条第二項第二号に規定する書面等投票による議決権の行使に関し、不正の請託を受けて、賄賂を収受し、又はその要求若しくは約束をしたときは、五年以下の懲役若しくは五百万円以下の罰金に処し、又はこれを併科する。

(5) If a secured or unsecured reorganization creditor, shareholder, or representative or an agent of these persons, their officer, or employee accepts a bribe in response to an unlawful request to exercise a voting right on the date of a stakeholders meeting, or vote in writing, as prescribed in Article 189, paragraph (2), item (ii), or solicits or agrees to such a bribe, they are subject to imprisonment for not more than five years or a fine of not more than five million yen, or both.

６　前各項の場合において、犯人又は法人である管財人等が収受した賄賂は、没収する。その全部又は一部を没収することができないときは、その価額を追徴する。

(6) In the cases referred to in the preceding paragraphs, a bribe accepted by the offender or by the trustee, administrator, supervisor, or examiner that is a corporation is subject to confiscation. If neither the whole nor part of the bribe can be confiscated, an equivalent of their value will be collected.

（贈賄罪）

(Crime of Offering a Bribe)

第二百七十三条　前条第一項又は第三項に規定する賄賂を供与し、又はその申込み若しくは約束をした者は、三年以下の懲役若しくは三百万円以下の罰金に処し、又はこれを併科する。

Article 273 (1) A person that gives, offers, or promises to offer a bribe prescribed in paragraph (1) or paragraph (3) of the preceding Article is subject to imprisonment for not more than three years or a fine of not more than three million yen, or both.

２　前条第二項、第四項又は第五項に規定する賄賂を供与し、又はその申込み若しくは約束をした者は、五年以下の懲役若しくは五百万円以下の罰金に処し、又はこれを併科する。

(2) A person that that gives, offers, or promises to offer a bribe prescribed in paragraph (2), paragraph (4) or paragraph (5) of the preceding Article is subject to imprisonment for not more than five years or a fine of not more than five million yen, or both.

（国外犯）

(Crimes Committed Outside Japan)

第二百七十四条　第二百六十六条、第二百六十七条、第二百七十条、第二百七十一条及び前条の罪は、刑法（明治四十年法律第四十五号）第二条の例に従う。

Article 274 (1) The crimes referred to in Article 266, Article 267, Article 270, Article 271, and the preceding Article will be governed by the provisions of Article 2 of the Penal Code (Act No. 45 of 1907).

２　第二百六十八条及び第二百七十二条（第五項を除く。）の罪は、刑法第四条の例に従う。

(2) The crimes referred to in Article 268 and Article 272 (excluding paragraph (5)) will be governed by the provisions of Article 4 of the Penal Code.

３　第二百七十二条第五項の罪は、日本国外において同項の罪を犯した者にも適用する。

(3) The crime referred to in Article 272, paragraph (5) also applies to a person that has committed the crime referred to in the same paragraph outside Japan.

（両罰規定）

(Provisions for Dual Criminal Liability)

第二百七十五条　法人の代表者又は法人若しくは人の代理人、使用人その他の従業者が、その法人又は人の業務又は財産に関し、第二百六十六条、第二百六十七条、第二百六十九条（第一項を除く。）、第二百七十条、第二百七十一条又は第二百七十三条の違反行為をしたときは、行為者を罰するほか、その法人又は人に対しても、各本条の罰金刑を科する。

Article 275 If the representative of a corporation, or an agent, employee, or any other worker of a corporation or individual, in connection with the business or assets of the corporation or individual, has committed violation of Article 266, Article 267, Article 269 (excluding paragraph (1)), Article 270, Article 271, or Article 273, not only the offender, but also the corporation or individual is subject to a fine prescribed in the respective Articles.

（過料）

(Civil Fines)

第二百七十六条　更生会社又は更生会社の事業の更生のために債務を負担し、若しくは担保を提供する者は、第二百九条第四項の規定による裁判所の命令に違反した場合には、百万円以下の過料に処する。

Article 276 If a reorganizing company or a person that owes a debt or provides security for the purpose of reorganization of the reorganizing company's business has violated a ruling issued by the court under the provisions of Article 209, paragraph (4), the company or the person is subject to punishment by a civil fine of not more than one million yen.

附　則

Supplementary Provisions

（施行期日）

(Effective Date)

第一条　この法律は、公布の日から起算して六月を超えない範囲内において政令で定める日から施行する。

Article 1 This Act comes into effect as of the day specified by Cabinet Order within a period not exceeding six months from the date of promulgation.

（更生事件に関する経過措置）

(Transitional Measures Concerning Reorganization Cases)

第二条　この法律の施行前にされた更生手続開始の申立てに係る株式会社の更生事件については、なお従前の例による。

Article 2 Prior laws continue to govern stock company reorganization cases based on petitions to commence reorganization filed before this Act comes into effect.

（罰則の適用に関する経過措置）

(Transitional Measures Concerning the Application of Penal Provisions)

第三条　この法律の施行前にした行為及び前条の規定によりなお従前の例によることとされる場合におけるこの法律の施行後にした行為に対する罰則の適用については、なお従前の例による。

Article 3 The prior laws continue to govern the applicability of penal provisions to conduct that a person engages in before this Act, is to continue to be governed by prior laws.