

Form 4-2

[Cover page]

[Document to be submitted]

Securities registration statement

[Authority to which this document is to be submitted]

Director-General of the Kanto Local  
Finance Bureau

[Submission date]

[Issuer name]

[Title and name of representative person] (2)

[Location of head office]

[Name of agent] (3)

[Address or location of agent]

[Name of contact person] (4)

[Contact address]

[Telephone number]

[Name of fund pertaining to foreign investment trust beneficiary certificates for public offering (secondary distribution) to which the notification relates]

[Amount of foreign investment trust beneficiary certificates for public offering (secondary distribution) to which the notification relates] (5)

[Place for public inspection]

Name:

(Location)

Part I [Information on securities]

(1) [Name of fund]

(2) [Legal form, etc. of foreign investment trust beneficiary certificates] (6)

(3) [Total issue (distribution) value] (7)

(4) [Issue (distribution) price] (8)

(5) [Subscription fees] (9)

(6) [Unit for subscription] (10)

(7) [Period for subscription]

(8) [Subscription handling office] (11)

(9) [Payment date]

(10) [Place to handle payment] (12)

(11) [Matters related to book-entry transfer institution]

(12) [Other] (13)

Part II [Fund information]

Section 1. [Status of fund]

1. [Characteristics of fund]

(1) [Purpose and basic nature of fund] (14)

(2) [History of fund] (15)

(3) [Structure of fund] (16)

(4) [Outline of legal systems pertaining to fund] (17)

(5) [Outline of disclosure system] (18)

(6) [Outline of supervisory government agency] (19)

2. [Investment policy]

- (1) [Investment policy] (20)
- (2) [Investment targets] (21)
- (3) [Investment management system] (22)
- (4) [Distribution policy] (23)
- (5) [Investment restrictions] (24)
- 3. [Investment risks] (25)
- 4. [Fees, etc. and taxes] (26)
  - (1) [Subscription fees] (27)
  - (2) [Buy-back fees] (28)
  - (3) [Management fees, etc.] (29)
  - (4) [Other fees, etc.] (30)
  - (5) [Tax treatment] (31)
- 5. [Investment management status]
  - (1) [Investment status] (32)
  - (2) [Investment assets]
    - (i) [Major components of investment securities] (33)
    - (ii) [Real property for investment] (34)
    - (iii) [Other major investment assets] (35)
  - (3) [Investment performance] (36)
    - (i) [Transition of net assets] (37)
    - (ii) [Transition of dividends] (38)
    - (iii) [Transition of earnings ratio] (39)
  - (4) [Record of sale and buy-back] (40)
- Section 2. [Management and operation]
  - 1. [Subscription (sales) procedure, etc.] (41)
  - 2. [Buy-back procedure, etc.] (42)
  - 3. [Outline of collateralized assets, etc.]
    - (1) [Valuation of assets] (43)
    - (2) [Custody] (44)
    - (3) [Trust period] (45)
    - (4) [Accounting period] (46)
    - (5) [Other] (47)
  - 4. [Rights, etc. of beneficiaries]
    - (1) [Rights, etc. of beneficiaries] (48)
    - (2) [Treatment in regard to exchange control] (49)
    - (3) [Agent in Japan] (50)
    - (4) [Jurisdiction, etc.] (51)
- Section 3. [Accounting status of fund] (52)
  - 1. [Financial statements]
    - (1) [Balance sheets] (53)
    - (2) [Profit and loss statements] (54)
    - (3) [Schedule of investment securities, etc.] (55)
      - (i) [Schedule of investment shares]
      - (ii) [Schedule of investment securities other than shares]
      - (iii) [Schedule of real property for investment]
      - (iv) [Schedule of other investment assets]

- (v) [Schedule of borrowings]
- 2. [Current status of fund] (56)
  - [Statement of net assets]      Reference date:
  - I. Total amount of assets
  - II. Total amount of liabilities
  - III. Total amount of net assets (I - II)
  - IV. Number of investment units issued
  - V. Amount of net assets per unit (III/IV)
- Section 4. [Outline of affairs concerning foreign investment trust beneficiary certificates] (57)
- Part III. [Special information]
- Section 1. [Managing company outlines]
  - 1. [Managing company outlines] (58)
  - 2. [Details of business and overview of operations] (59)
  - 3. [Accounting status of managing company] (60)
    - (1) [Balance sheets]
    - (2) [Profit and loss statements]
  - 4. [Restraints on trade with interested persons] (61)
  - 5. [Other] (62)
- Section 2. [Outline of other affiliated corporations] (63)
  - 1. [Name, amount of stated capital, and details of business] (64)
  - 2. [Outline of the relevant business] (65)
  - 3. [Capital relationship] (66)
- Section 3. [Outline of investment trust system] (67)
- Section 4. [Other] (68)
- (Instructions on Preparation)
  - (1) General instructions
    - a. When stating information in a securities registration statement, state it in an easy-to-understand manner so as to help investors easily understand the content.
 

In addition, a securities registration statement must not contain a representation that is likely to mislead investors by, for example, exaggerating a part of the characteristics of the system or extracting a part of investment performance.
    - b. The matters to be stated may be explained by using figures, etc. so as to help investors easily understand the content. In this case, the matters to be stated need to be represented in an unambiguous way by using figures, etc., and attention needs to be paid to prevent investors from being misled by figures, etc.
    - c. With regard to the matters to be stated in relation to monetary amounts, if amounts are denominated in non-Japanese currency, also specify the amounts converted into Japanese currency for major matters.
    - d. If an amount denominated in non-Japanese currency is converted into Japanese currency, set down in the notes the criteria of conversion used for the conversion.

- e. When stating the name of a company or a person or the like, add a note of the name written in the original language.
- f. These Instructions on Preparation merely provide general standards. If there is any unavoidable reason for not complying with these standards, state information differently while based on these instructions
- g. In addition to the matters required to be stated pursuant to the following provisions, the matters related to each item to be stated in the securities registration statement may be disclosed.
- h. If the regulated securities to which the notification relates are specified depository receipts or beneficiary certificates of regulated securities in trust, disclose relevant information in the same manner as under Instructions on Preparation (1)e of Form 4.

(2) Title and name of representative person

State the title and name of a person that has legitimate authority for the notification (in the case of submission of a securities registration statement in writing pursuant to Article 27-30-5, paragraph (1) of the Act, also the signature of the person that has legitimate authority is to be affixed below "Title and name of representative person").

(3) Name of agent

State the name of the person domiciled in Japan who is authorized to represent the relevant issuer for any acts related to the notification (hereinafter referred to as an "agent" in (3); if the agent is a corporation, the name of the corporation and its representative person) (in the case of submission of a securities registration statement in writing pursuant to Article 27-30-5, paragraph (1) of the Act, also the signature of the agent (if the agent is a corporation, the signature of the representative person of the agent) is to be affixed below "Name of agent").

(4) Name of contact person

State the name of the person domiciled in Japan who is appointed to receive orders or instructions from or who communicates with the Director-General of the Kanto Local Finance Bureau.

(5) Amount of foreign investment trust beneficiary certificates for public offering (secondary distribution) to which the notification relates

- a. State the total issue value or total distribution value for each public offering or secondary distribution of foreign investment trust beneficiary certificates for which public offering or secondary distribution is to be conducted based on the notification.
- b. If a securities registration statement is submitted by omitting the "Issue price" or "Distribution price," state the total amount of these estimated as of the submission date of the securities registration statement and set down such fact in the notes.

(6) Legal form, etc. of foreign investment trust beneficiary certificates

- a. State whether the securities are in registered form or bearer form, unit type or open type, etc. However, in the case of book-entry transfer beneficial interests in foreign investment trust (meaning the book-entry transfer beneficial interests in investment trust prescribed in Article 121-2 of the

Corporate Bond Transfer Act pertaining to foreign investment trust beneficiary certificates; the same applies in (44) and (68)b), whether they are in registered form or bearer form is not required to be stated.

- b. In relation to the foreign investment trust beneficiary certificates to which the notification relates, if any credit rating (meaning the credit rating prescribed in Article 2, paragraph (34) of the Act; hereinafter the same applies in b) has been or will be provided or made available for inspection by a credit rating agency (meaning the credit rating agency prescribed in paragraph (36) of that Article; hereinafter the same applies in b) in response to a request from the managing company (meaning the managing company of the fund pertaining to foreign investment trust beneficiary certificates which is the issuer; hereinafter the same applies in this Form), state the following matters. If there are two or more credit ratings, state the following matters for all of such ratings.

(a) Grades pertaining to the credit rating, the trade name or name of the credit rating agency and any other matters to identify the credit rating, as well as an explanation on the assumption and limitation concerning the credit rating according to the category of the subject-matter of the credit rating

(b) The method for obtaining information related to the matters set forth in Article 313, paragraph (3), item (iii), (a) through (k) of the Cabinet Office Order on Financial Instruments Business publicized, pursuant to that item, by a credit rating agency in relation to the foreign investment trust beneficiary certificates to which the notification relates, during the period for subscription of the foreign investment trust beneficiary certificates to which the notification relates

In relation to the foreign investment trust beneficiary certificates to which the notification relates, if no credit rating has been or will be provided or made available by a credit rating agency in response to a request from the managing company, state such fact.

(7) Total issue (distribution) value

- a. State the total issue value or the total distribution value for each public offering or secondary distribution of foreign investment trust beneficiary certificates for which public offering or secondary distribution is to be conducted based on the notification.
- b. If a securities registration statement is submitted by omitting the "Issue price" or "Distribution price," state the total amount of these estimated as of the submission date of the securities registration statement and set down such fact in the notes.

(8) Issue (distribution) price

- a. State the "Issue price" or "Distribution price" per unit for subscription.

If the "Issue price" or "Distribution price" fluctuates, specifically state the method by which investors may make an inquiry as to the specific "Issue price" or "Distribution price" and necessary matters concerning the inquiry (for example, the name, telephone number, website URL, and other

information concerning the party with whom the inquiry is to be made; hereinafter the same applies in this Form).

- b. If a securities registration statement is submitted by omitting the "Issue price" or "Distribution price," set down in the notes the expected date of determination of the price and the specific method of determination.

(9) Subscription fees

When stating the fees, it is allowable for the company to only state the maximum amount or rate of the fee in lieu of a statement of a specific amount or rate of the fee. In this case, specifically state the method by which investors may make an inquiry as to the specific amount or rate of the fee and necessary matters concerning the inquiry.

(10) Unit for subscription

When stating the unit for subscription, it is allowable for the company to only state the method by which investors may make an inquiry as to the unit for subscription and necessary matters concerning the inquiry in lieu of a statement of a specific unit for subscription.

(11) Subscription handling office

When stating the subscription handling office, it is allowable for the company to only state the method by which investors may make an inquiry as to the subscription handling office and necessary matters concerning the inquiry in lieu of a statement of a specific subscription handling office.

(12) Place to handle payment

When stating the place to handle payment, it is allowable for the company to only state the method by which investors may make an inquiry as to the place to handle payment and necessary matters concerning the inquiry in lieu of a statement of a specific place to handle payment.

(13) Other

- a. If there is deposit for subscription, state such fact, interest on deposit for subscription, transfer of deposit for subscription to the fund, and other necessary matters.
- b. If, at the same time as the public offering or the secondary distribution, foreign investment trust beneficiary certificates to which the notification relates are to be issued in areas outside of Japan, state the total issue value, etc. thereof.

(14) Purpose and basic nature of fund

- a. Specifically state the purpose, maximum amount of trust, and basic nature of the fund stated in the basic terms and conditions (including equivalents thereto; hereinafter the same applies in this Form).
- b. State the characteristics of the fund in a specific and easy-to-understand manner.
- c. If the fund makes only specific investment trust securities investment targets, and such fact is specified in the basic terms and conditions for the specific investment trust securities, state relevant information by deeming the entirety including the fund pertaining to the specific investment trust securities as the fund (hereinafter the same applies in this Form).

- d. If the fund takes the form of a fund of funds (meaning a fund for the purpose of investment in investment trust securities (excluding the case where c applies); hereinafter the same applies in this Form), state information in a manner that clarifies such fact.
- e. If the fund takes the form of making investment of assets through investment in investment vehicles (meaning a corporation, partnership, etc. (meaning the partnership, etc. prescribed in Instructions on Preparation (1)f of Form 6-5), trust, or an equivalent thereof which manages, invests, or disposes of certain assets, and in which other persons invest in order to use it for making investment of the assets (excluding the case where it is a fund of funds, and for a trust, excluding the case where it should be regarded as the same as beneficiaries directly managing, investing, or disposing of the certain assets); the same applies in (16)a), state information in a manner that clarifies such fact.

(15) History of fund

State the major changes in the fund, such as the background of establishment, changes in basic nature, and listing on a financial instruments exchange.

(16) Structure of fund

- a. State the structure of the fund (if the fund takes the form of a fund of funds or takes the form of making investment of assets through investment in investment vehicles, this includes the structure thereof) in an easy-to-understand manner by using figures, etc.
- b. State in an easy-to-understand manner the names of the managing company and the fund's affiliated corporations (meaning the trustee company; in the case of entrusting the authority to give instructions on investment of the fund or entrusting the authority to invest the fund, the entrusted entity; asset custody company; sales company, etc.; hereinafter the same applies in this Form) (the name may be omitted for the sales company), their roles in operation of the fund, and outline of agreements, etc. concluded between the managing company and the affiliated corporations.
- c. State an outline of the managing company (the governing law for incorporation, purpose of business, amount of stated capital (amount of stated capital as of the latest date from the submission date of the securities registration statement), brief history (background of incorporation, etc.), information on the status of major shareholders (for about three major shareholders holding the largest number of shares as of latest date from the submission date of the securities registration statement in descending order, state each holder's name, address (if a major shareholder is an individual, for stating the address, it is sufficient to state it to the municipality level (meaning the municipality provided in Article 21, paragraph (2) of the Cabinet Office Order on Disclosure of Corporate Affairs, and including the equivalent in foreign countries)), number of shares held, and the ratio of the number of shares held to the number of issued shares), etc.). When stating information on the status of major shareholders, exclude the number of treasury shares from the number of shares held and the number of issued shares.

- (17) Outline of legal systems pertaining to fund  
State the name of the governing law and its major details.
- (18) Outline of disclosure system  
State the content, method, frequency, etc. of disclosure (including public notice) to the supervisory government agency, beneficiaries, etc. in the country where the fund has been established and operated.
- (19) Outline of supervisory government agency  
State the name of the supervisory government agency and the major details of supervision.
- (20) Investment policy  
State the basic stance on investment management of the fund (for example, the investment stance, investment policy, type of investment, and policy on portfolio selection (for example, if the fund takes the form of a fund of funds, whether the company focuses on the overall investment performance of the target fund or the specific investment targets of the target fund as a policy on selecting the target funds)) in a specific and easy-to-understand manner.
- (21) Investment targets
- Specifically state the type, details, etc. of assets that are investment targets.
  - State the investment criteria, and if there are investment plans by type of assets, area, business type, etc., state their ratios, etc.
  - If the fund takes the form of a fund of funds, state the names of any investment target for which investment exceeds 10% of the fund's total amount of net assets, basic investment policy, major investment targets, and name of the managing company.
- (22) Investment management system  
State in a specific and easy-to-understand manner the fund's investment management system (the organization, internal rules on investment of the fund, organization, personnel, and procedure for supervising internal control and decision-making concerning the fund as well as mutual coordination among them, etc., and the system of the managing company, etc. for managing the fund's affiliated corporations (excluding sales companies)).
- (23) Distribution policy  
State the distribution policy prescribed in the basic terms and conditions.
- (24) Investment restrictions
- State the grounds for and details of investment restrictions specified in laws, regulations, or the basic terms and conditions.
  - State whether there are restrictions on margin transactions, borrowings, concentrated investment, or investment in other funds, and if there is any restriction, state the grounds therefor and details thereof.
- (25) Investment risks
- State information on the risk characteristics of the fund in a specific and easy-to-understand manner.  
In addition, state the matters which may have a material impact on the decision of investors concerning investment risks in a collective and easy-to-understand manner.



- b. State the system for managing investment risks in a specific and easy-to-understand manner.
- c. In order to enable investors to identify investment risks from the fund's investment performance, state, for the end of each month within five years before the latest date from the submission date of the securities registration statement, the fund's base value with dividends reinvested (meaning the amount of net assets per unit of foreign investment trust beneficiary certificates calculated by deeming that dividends before tax were reinvested at the time of their distribution; hereinafter the same applies in c and d) and annual return rate (meaning the rate obtained by subtracting the base value with dividends reinvested as of one year before the end of each relevant month from the base value with dividends reinvested as of the end of each relevant month, dividing it by the base value with dividends reinvested as of one year before the end of each relevant month, and multiplying it by 100; the same applies in d) in an easy-to-understand manner by using figures, etc. In this case, state, for about six types of indicators (limited to indicators which are calculated based on objective and fair criteria and continuously publicized; hereinafter the same applies in c) pertaining to securities or any other investment assets or for those indicators of which currency has been converted into the currency of the foreign investment trust beneficiary certificates, the highest, lowest, and average values of the annual percentage change (the rate obtained by subtracting the value of the indicator as of one year before the end of each relevant month from the value of the indicator as of the end of each relevant month, dividing it by the value of the indicator as of one year before the end of each relevant month, and multiplying it by 100) within five years before the latest date for each indicator in an easy-to-understand manner by using figures, etc., in order to enable appropriate comparison with the investment risks involved in the case of making investment in other investment assets.
- d. In c, if there is no base value with dividends reinvested as of the end of each relevant month or as of one year before the end of each relevant month due to such reason as the fund not being established, and therefore the annual return rate cannot be calculated, and if there is a benchmark (in the case of seeking to have the rate of fluctuation of the fund's base value (meaning the amount of net assets per unit of foreign investment trust beneficiary certificates; hereinafter the same applies in this Form) correspond to the rate of fluctuation of a specific indicator (limited to the case where such fact is provided in the fund's basic terms and conditions or stated in this securities registration statement), that indicator; hereinafter the same applies in d), calculate the base value by using that benchmark, and state the annual return rate calculated by using that base value in lieu of the base value with dividends reinvested. However, this does not apply if there is a likelihood of causing misunderstanding among investors.

In the case of stating the annual return rate, clearly state the fact that it is not an annual return rate as the past investment performance, but an annual

return rate calculated by using a benchmark, and other matters necessary for preventing the information from causing misunderstanding among investors.

(26) Fees, etc. and taxes

When stating the expenses to be borne directly or indirectly by investors throughout the process from subscription to buy-back (excluding taxes; hereinafter referred to as "fees, etc." in (26) and (30)), it is allowable for the company to only state the maximum amount or rate of the fees, etc. in lieu of a statement of a specific amount or rate of the fees, etc. In this case, specifically state the method by which investors may make an inquiry as to the specific amount or rate of the fees, etc. and necessary matters concerning the inquiry.

(27) Subscription fees

With regard to fees for subscription, state the amount or rate of the fees, their collection method and timing, and details of the service for which the fees are paid.

(28) Buy-back fees

With regard to fees for buy-back, state the amount or rate of the fees, their collection method and timing, and details of the service for which the fees are paid.

(29) Management fees, etc.

State the amount or rate of remunerations and fees paid by the fund, and for major remunerations and fees, state the calculation method, amount or rate of payment, payment method and timing, and details of the service for which the fees are paid, for each payment recipient.

(30) Other fees, etc.

If there are fees, etc. related to the fund other than those set forth in (27) through (29), state the amount or rate of those fees, etc. and their collection method and timing, and for major fees, etc., state details of the service for which the fees, etc. are paid.

(31) Tax treatment

State the tax treatment of dividends, buy-back payment, etc. in an easy-to-understand manner.

(32) Investment status

- a. State the status as of the latest date from the submission date of the securities registration statement. However, if foreign investment trust beneficiary certificates are to be newly issued due to a consolidation (meaning the consolidation prescribed in Article 16, item (ii) of the Act on Investment Trusts and Investment Corporations as applied mutatis mutandis pursuant to Article 59 of that Act; hereinafter the same applies in this Form), state the status of the fund in relation to the consolidation in the same manner as under the proviso to Instructions on Preparation (27)a of Form 4 in order to enable investors to appropriately identify the fund's investment status.
- b. In the case of investment assets, state the price (in the case of securities, the market price; in the case of real property, the price as appraised by the appraisal method or standard specified in the certificate of incorporation, or appraised and estimated value, posted price, road ratings, published selling price, or other price deemed to be fair according thereto (also state the

appraisal method, etc.); and in the case of assets other than securities and real property (hereinafter referred to as "other assets" in this Form), the market price or appraised value (also state the appraisal method, etc.)) and investment ratio (meaning the ratio of the price of the assets to the fund's total amount of net assets; the same applies in (33)c, (34)b, and (35)c) for each type of assets (in the case of securities, the type of securities; in the case of real property, the use, etc.; and in the case of other assets, the type that is considered to be appropriate for investors to identify the investment status of investment assets, such as categorization based on the specific details, etc.) and for each area (in the case of securities, for each place of issuance or each area of the financial instruments exchange on which the securities are listed, etc. (meaning each country or an equivalent area category); in the case of real property, for each area of the location of property; and in the case of other assets, for each area of the location of the counterparty to transactions of the assets, such as the exchange at which the assets are traded, or area categorized by a method equivalent thereto).

(33) Major components of investment securities

- a. State the status as of the latest reference date from the submission date of the securities registration statement. However, if foreign investment trust beneficiary certificates are to be newly issued due to a consolidation, state the status of the fund in relation to the consolidation in the same manner as under the proviso to Instructions on Preparation (28)a of Form 4 in order to enable investors to appropriately identify the status of the fund's investment assets.
- b. State information on the 30 issues of investment securities (meaning securities that are investment assets; hereinafter the same applies in (33)) with the highest appraisal values.
- c. Categorize investment securities by area based on the place of issuance or the financial instruments exchange on which the securities are listed, etc., and state the type of investment securities as well as, for each issue, the issue name, business type (limited to the case of shares), quantity, amount (book value, market value, and the respective unit prices), interest rate, due date for redemption (limited to the case of bond certificates (including the rights to be indicated by bond certificates in the case where the bond certificates indicating the rights have not been issued)), and investment ratio, and also state the investment ratio for each type of investment securities and for each business type (limited to the case of shares).
- d. If there is any company, etc. that is judged to have a material impact on investment decisions with regard to the investment securities, state the name of the company, etc. and the reason for the need to disclose the name of the company, etc.
- e. Clearly state the issue names of investment securities.
- f. If it is necessary to state information on securities along with real property or other assets in order to state the fund's investment status in an easy-to-understand manner, state the relevant information in "(iii) Other major investment assets" along with real property or other assets.

(34) Real property for investment

- a. State the status as of the latest reference date from the submission date of the securities registration statement. However, if foreign investment trust beneficiary certificates are to be newly issued due to a consolidation, state the status of the fund in relation to the consolidation in the same manner as under the proviso to Instructions on Preparation (29)a of Form 4 in order to enable investors to appropriately identify the status of the fund's investment assets.
- b. Categorize real property for investment (meaning real property that are investment assets; hereinafter the same applies in (34)) by area based on the location, by use, and by for lease or non-lease, and, for each property, state the property name, location, use, area size, structure, whether it is held with ownership or other rights, price (meaning the price as appraised by the appraisal method or standard specified in the certificate of incorporation, or appraised and estimated value, posted price, road ratings, published selling price, or other price deemed to be fair in accordance thereto (also state the appraisal method and the name of the appraiser, etc.)), details of the collaterals, status of the real property (meaning the structure and current status of the real property, and other matters that have a material impact on the price of the real property for investment), a summary of the results of the investigation on the status of the real property made by a third party (or that such an investigation has not been made, if this is the case) as well as the name of the investigator, and the investment ratio. In the case where there is a counterparty with whom a lease contract for the relevant real property for investment has been concluded (hereinafter referred to as the "tenant" in b), the total number of tenants, total lease revenue, total size of leased areas, total size of leasable areas, changes in the occupancy rates (the occupancy rate on a fixed day of each year; hereinafter the same applies in b) over the latest five years, and for each major real property (a building or facility pertaining to one piece of land for which the total lease revenue is 10 percent or more of all lease revenues), state the total number of tenants, total lease revenue, total size of leased areas, total size of leasable areas, changes in the occupancy rates over the latest five years, and for major tenants (meaning tenants for which the total size of leased areas is 10 percent or more of the size of all leased areas) also state outlines thereof (the name and type of business of the tenant, annual lease, size of leased area, expiration date of the contract, method for renewing the contract, security deposit, and any other information to be noted with regard to the lease contract therefor). If it is not possible to disclose the annual lease, etc. due to any unavoidable reason, state such fact.
- c. If it is necessary to state information on securities along with real property or other assets in order to state the fund's investment status in an easy-to-understand manner, state the relevant information in "(iii) Other major investment assets" along with real property or other assets.

(35) Other major investment assets

- a. State the status as of the latest reference date from the submission date of the securities registration statement. However, if foreign investment trust beneficiary certificates are to be newly issued due to a consolidation, state the status of the fund in relation to the consolidation in the same manner as under the proviso to Instructions on Preparation (30)a of Form 4 in order to enable investors to appropriately identify the status of the fund's investment assets.
  - b. State information on the other assets constituting the investment assets for each type or nature of the other assets.
  - c. With regard to other assets, state according to the characteristics thereof and in an easy-to-understand manner an outline of the other assets (for example, the name, location, use, area size, structure, and performance), matters concerning appraisal of the value of the other assets (for example, the price of the other assets that is deemed to be fair (including the appraisal method, the name of the appraiser, etc.), details of the collaterals, and matters that have a material impact on appraisal of the value of the other assets), matters on revenues arising from the other assets (for example, the status of revenues that have arisen from the other assets (including the breakdown thereof), specific performance of the business, etc. that serves as the source of the revenue, and information that serves as a reference in evaluating the performance), and other matters that have a material impact on investment decisions. In the case of other assets that are traded on an exchange, also state the exchange, and in the case of other assets for which there is a counterparty with regard to the right, categorize the assets based on the address or location of the counterparty to the right, and for each relevant asset, also state the name, quantity, price (the book value and market value or appraisal value (also state the appraisal method, etc.)) and investment ratio of the asset.
  - d. If the investment asset is a right pertaining to securities or real property, state details of the right (type, duration, etc.) and details of the subject matter of the right (the matters set forth in (33)c or (34)b).
  - e. If the investment asset is a right other than the right set forth in d, disclose relevant information in the same manner as under d.
- (36) Investment performance
- a. When stating information on investment performance, state it in an easy-to-understand manner by using figures, etc.
  - b. If the period subject to investment performance does not exist in whole or in part because foreign investment trust beneficiary certificates are to be newly issued due to a consolidation or because a consolidation was carried out during the period pertaining to investment performance, state the investment performance of the fund in relation to the consolidation in the same manner as under the proviso to Instructions on Preparation (31)b of Form 4 in order to enable investors to appropriately identify the investment performance of the fund for the period that does not exist.
- (37) Transition of net assets

State the total amount of net assets and the base value of the fund as of the latest date from the submission date of the securities registration statement, the end of each month within one year before that date, and the end of each accounting period over the latest 10 accounting periods (the accounting period means the period specified in Article 23; hereinafter the same applies in this Form) (in the case of a fund for which one accounting period consists of six months (including a fund for which the day following a holiday is to be the last day of the accounting period pursuant to the proviso to that Article; the same applies in (38), (39), and (40)a), 20 accounting periods). In this case, if dividends are distributed at the end of each month or at the end of each accounting period, state the cum-dividend and ex-dividend amounts.

If the foreign investment trust beneficiary certificates to which the notification relates are listed on a financial instruments exchange, add a note of the market quotation on the financial instruments exchange and the name of the financial instruments exchange.

(38) Transition of dividends

State the amount of dividends per unit of foreign investment trust beneficiary certificates for each accounting period over the latest 10 accounting periods (in the case of a fund for which one accounting period consists of six months, 20 accounting periods) from the submission date of the securities registration statement.

(39) Transition of earnings ratio

State the earnings ratio (meaning the rate obtained by subtracting, from the base value (cum-dividend amount) as of the end of an accounting period, the base value (ex-dividend amount) as of the end of the accounting period immediately preceding that accounting period, dividing it by the base value (ex-dividend amount), and multiplying it by 100) for each accounting period over the latest 10 accounting periods (in the case of a fund for which one accounting period consists of six months, 20 accounting periods) from the submission date of the securities registration statement.

(40) Record of sale and buy-back

a. State the total sales amount or the sales quantity and the total buy-back amount or the buy-back quantity for each accounting period over the latest 10 accounting periods (in the case of a fund for which one accounting period consists of six months, 20 accounting periods) from the submission date of the securities registration statement (if there is a record of sale or buy-back in Japan, state the total sales amount or the sales quantity and the total buy-back amount or the buy-back quantity as figures included in the main figures).

b. If the period subject to the record of sale and buy-back does not exist in whole or in part because foreign investment trust beneficiary certificates are to be newly issued due to a consolidation or because a consolidation was carried out during the period pertaining to the record of sale and buy-back, state the record of sale and buy-back of the fund in relation to the consolidation in the same manner as under the proviso to Instructions on Preparation (35)b of

Form 4 in order to enable investors to appropriately identify the record of sale and buy-back of the fund for the period that does not exist.

(41) Subscription (sales) procedure, etc.

- a. With regard to subscription to foreign investment trust beneficiary certificates, state the procedure thereof and the transfer method, etc.
- b. With regard to sale by a funding method, combined sale with other products such as a life insurance contract, and other sale accompanied by a special service, state the contents thereof in detail.
- c. If the selling price per unit of foreign investment trust beneficiary certificates differs from the base value, state the method and frequency of calculation of the selling price, the method by which investors may make an inquiry, and necessary matters concerning the inquiry.

(42) Buy-back procedure, etc.

- a. With regard to buy-back of foreign investment trust beneficiary certificates, state the procedure thereof and the transfer method, etc.
- b. With regard to the cash conversion price per unit of foreign investment trust beneficiary certificates, state the method and frequency of calculation thereof, the method by which investors may make an inquiry, and necessary matters concerning the inquiry.

(43) Valuation of assets

With regard to the base value, state the method of calculation (including valuation of assets such as securities and real property) and frequency of calculation thereof, the method by which investors may make an inquiry, and necessary matters concerning the inquiry.

(44) Custody

State matters concerning custody of foreign investment trust beneficiary certificates. However, this does not apply to book-entry transfer beneficial interests in foreign investment trust.

(45) Trust period

State the duration of the fund.

(46) Accounting period

State the accounting period of the fund.

(47) Other

- a. State the conditions for the fund's dissolution or redemption, etc.
- b. State procedures for making changes to the basic terms and conditions, for renewing a contract with an affiliated corporation, or the like, matters concerning the disclosure method in the case of making changes, and other important matters.

(48) Rights, etc. of beneficiaries

State contents of rights (including the time of occurrence and lapse of the right) such as the right to receive dividends, the right to receive redemption, and the right to request buy-back of foreign investment trust beneficiary certificates, and the procedure for exercising the rights.

(49) Treatment in regard to exchange control

State the treatment of remittance of dividends, sales proceeds, etc. in terms of exchange control.

(50) Agent in Japan

State whether there is a person domiciled in Japan who is authorized to represent the issuer of the foreign investment trust beneficiary certificates to which the notification relates for acts in or out of court, and if there is such person, the person's name, address, details of the authority, and relationship with the agent for notification (meaning a person who has the authority to represent the issuer pursuant to Article 9, paragraph (1)).

(51) Jurisdiction, etc.

With regard to lawsuits related to the foreign investment trust beneficiary certificates to which the notification relates, state the name and location of the court that has jurisdiction and the procedure for execution of judgment, etc.

(52) Accounting status of fund

- a. For financial documents, if the company receives an audit certification from a certified public accountant or auditing firm, or a certification which is deemed equivalent to an audit certification from a foreign auditing firm, etc. (meaning the foreign auditing firm, etc. prescribed in Article 1-3, paragraph (7) of the Certified Public Accountants Act (Act No. 103 of 1948); the same applies in (60)b), state such fact, and attach to the relevant financial documents an audit report (meaning the audit report prescribed in Article 3, paragraph (1) of the Cabinet Office Order on Audit Certification of Financial Statements; hereinafter the same applies in a and (60)b) pertaining to the audit certification or a document (including a Japanese translation thereof; the same applies in (60)b) equivalent to an audit report pertaining to a certification which is deemed equivalent to the audit certification.
- b. If the company has any unavoidable reason for not complying with the following Instructions on Preparation and states relevant information differently while based on these instructions, state such fact, the reason, and the details thereof.
- c. If the company changed the accounting period or account titles, etc. during the latest two accounting periods, state such fact, the reason, and the details thereof.
- d. State which of the provisions of the main clause of Article 131, paragraph (5) or the proviso to that paragraph of the Regulation on Financial Statements apply to the financial documents. In the case of preparing financial documents pursuant to the main clause of that paragraph, use Form 13 and Form 13-2.
- e. If the company has not prepared financial documents for the fund's latest two accounting periods (the latest accounting period in the case where the financial documents contain any information equivalent to the comparative information prescribed in Article 6 of the Regulation on Financial Statements; the same applies in (53) and (54)a) due to a consolidation, state the status of the fund in relation to the consolidation in the same manner as under Instructions on Preparation (44)d of Form 4 in order to enable investors to appropriately identify the status of the fund's investment assets.

(53) Balance sheets

State the balance sheets for the latest two accounting periods.



(54) Profit and loss statements

- a. State the profit and loss statements for the latest two accounting periods.
- b. Among the amounts stated, in the case of indicating an amount of loss, additionally indicate the  $\triangle$  mark.

(55) Schedule of investment securities, etc.

Disclose relevant information in the same manner as the supplementary schedules prescribed in Article 57, paragraph (1) of the Regulation on Accounting for Investment Trust Property (Prime Minister's Office Order No. 133 of 2000).

(56) Current status of fund

State the status as of the latest reference date from the submission date of the securities registration statement. However, if foreign investment trust beneficiary certificates are to be newly issued due to a consolidation, state the status of the fund in relation to the consolidation in the same manner as under the proviso to Instructions on Preparation (49) of Form 4 in order to enable investors to appropriately identify the current status of the fund.

(57) Outline of affairs concerning foreign investment trust beneficiary certificates

State the following matters concerning the foreign investment trust beneficiary certificates to which the notification relates:

- a. With regard to entry of a name change, the procedure, place of handling, place of brokerage, name and address of the agent, and fees therefor
- b. Special benefits for beneficiaries, etc.
- c. Details of restriction on transfer of foreign investment trust beneficiary certificates
- d. Other matters that need to be indicated to investors with regard to affairs concerning foreign investment trust beneficiary certificates

(58) Managing company outlines

- a. State the amount of stated capital of the managing company and the total number of shares to be issued by and the total number of issued shares of the managing company as of the latest date from the submission date of the securities registration statement.

Also state the increase or decrease in the amount of stated capital over the latest five years.

- b. State information on the organizational structure of the managing company. In addition, state in particular detail the organizational structure for decision-making on investment.

(59) Details of business and overview of operations

If the managing company of foreign investment trust beneficiary certificates manages multiple funds, state the number of funds and the total amount of net assets as of the latest date from the submission date of the securities registration statement for each country in which the funds are established or invested and for each type (basic nature) of fund.

(60) Accounting status of managing company

- a. State information on financial documents for the managing company's latest two business years (the latest business year in the case where the financial documents contain any information equivalent to the comparative

information prescribed in Article 6 of the Regulation on Financial Statements).

- b. For financial documents, if the company receives an audit certification from a certified public accountant or auditing firm, or a certification which is deemed equivalent to an audit certification from a foreign auditing firm, etc., state such fact, and attach to the relevant financial documents an audit report pertaining to the audit certification or a document equivalent to an audit report pertaining to a certification which is deemed equivalent to the audit certification.
  - c. State which of the provisions of the main clause of Article 131, paragraph (5) or the proviso to that paragraph of the Regulation on Financial Statements apply to the financial documents. In the case of preparing financial documents pursuant to the main clause of that paragraph, prepare them in the same manner as Form B of Appended Form 12 of the Cabinet Office Order on Financial Instruments Business.
  - d. If the managing company is a continuous disclosure company (meaning the continuous disclosure company prescribed in Article 1, item (xxviii) of the Cabinet Office Order on Disclosure of Corporate Affairs), state information on the managing company's latest annual securities report (meaning the annual securities report prescribed in item (xviii) of that Article) and its attached documents already submitted as of the submission date of the securities registration statement and the quarterly securities report (meaning the quarterly securities report prescribed in item (xviii)-5 of that Article; hereinafter the same applies in d) (if there are two or more quarterly securities reports, the latest one) or the semiannual securities report (meaning the semiannual securities report prescribed in item (xix) of that Article) submitted after the submission date of the security registration statement and their amendment reports in the same manner as under "Part III. Information on guarantor company, etc. of reporting company," "Section 1. Information on guarantor company," "2. Matters related to guarantor company which is a company subject to continuous disclosure" of Form 2 of that Cabinet Office Order, in lieu of the statements under a and the main clause of c and attachment of the document prescribed in b.
- (61) Restraints on trade with interested persons
- State whether there are restraints on trade with directors or major shareholders of the managing company and affiliated companies, and if there is any restraint, the grounds therefor and the details thereof.
- (62) Other
- a. State important matters such as any changes in the articles of incorporation, transfer or acquisition of business, and status of investment.
  - b. If there are lawsuits or other facts that are expected to have a material impact on the managing company, state details of the lawsuit or facts.
- (63) Outline of other affiliated corporations
- With regard to asset custody companies and sales companies, state only major companies except for those located in Japan.
- (64) Name, amount of stated capital, and details of business

With regard to the amount of stated capital, only state the amount as of the latest date from the submission date of the securities registration statement.

(65) Outline of the relevant business

State details of the relevant business concerning operation of the fund, and if the company concurrently engages in another business, an outline thereof.

(66) Capital relationship

State the capital relationship between the managing company and affiliated corporations.

(67) Outline of investment trust system

State an outline of the foreign investment trust system in general in the home country, state, etc. of the managing company, such as the governing law, management/operation system, differences in the rights of beneficiaries, etc., for each type of foreign investment trust.

(68) Other

- a. If there are photographs, drawings, and other matters to be specifically contained in the prospectus pertaining to the public offering or the secondary distribution, state such fact and the part of the prospectus referring to these.
- b. State the form of the foreign investment trust beneficiary certificates to which the notification relates and details of the matters to be stated on the face of the certificate (in the case of book-entry transfer beneficial interests in foreign investment trust, such fact and the matters of which notification is to be made set forth in the items of Article 69, paragraph (1) (excluding items (v) and (vi)) of the Corporate Bond Transfer Act as applied mutatis mutandis pursuant to Article 121 of that Act).

(69) Information on reorganization (tender offer bid)

In the case of conducting procedures relating to securities issuance for reorganization or procedures relating to securities delivery for reorganization with regard to foreign investment trust beneficiary certificates or in the case of delivering foreign investment trust beneficiary certificates as the consideration for purchase, etc. (meaning the purchase, etc. prescribed in Article 27-2, paragraph (1) of the Act) in a tender offer (meaning the tender offer prescribed in Article 27-3, paragraph (1) of the Act) and submitting this securities registration statement at the same time as the submission of the tender offer statement for the tender offer pursuant to Article 27-4, paragraph (1) of the Act, disclose relevant information in the same manner as under Instructions on Preparation (1) through (9) of Form 2-6 of the Cabinet Office Order on Disclosure of Corporate Affairs by adding the item "Information on reorganization (tender offer bid)" below "Part I. Information on securities."

Form 4-2-2

[Cover page]

[Document to be submitted]

Foreign company statement

[Authority to which this document is to be submitted]

Director-General of the Kanto Local  
Finance Bureau

[Submission date]

[Issuer Name]

[Title and name of representative person]

[Location of head office]

[Name of agent]

[Address or location of agent]

[Telephone number]

[Name of contact person]

[Contact address]

[Telephone number]

[Name of fund pertaining to foreign investment trust beneficiary certificates for public offering (secondary distribution) to which the notification relates]

[Amount of foreign investment trust beneficiary certificates for public offering (secondary distribution) to which the notification relates]

[Place for public inspection]

Name:

(Location)

[Information on securities] (2)

(Instructions on Preparation)

(1) General instructions

Disclose relevant information in the same manner as information stated in the form to be used for the submission in Japanese language.

(2) Information on securities

Disclose relevant information in the same manner as in Form 4-2.

Form 4-4

[Cover page]

[Document to be submitted]

Securities registration statement

[Authority to which this document is to be submitted]

Director-General of the Kanto Local  
Finance Bureau

[Submission date]

[Issuer name]

[Title and name of representative person] (2)

[Location of head office]

[Name of agent] (3)

[Address or location of agent]

[Name of contact person] (4)

[Contact address]

[Telephone number]

[Name of foreign investment corporation pertaining to foreign investment securities  
for public offering (secondary distribution) to which the notification relates]

[Legal form and amount of foreign investment securities for public offering  
(secondary distribution) to which the notification relates] (5)

[Place for public inspection]

Name:  
(Location)

Part I [Information on securities]

Section 1. [Foreign investment securities (excluding foreign investment equity  
subscription rights certificates and foreign investment corporation bond  
certificates)]

- (1) [Name of foreign investment corporation]
- (2) [Legal form, etc. of foreign investment securities] (6)
- (3) [Volume of issuance (distribution)] (7)
- (4) [Total issue (distribution) value] (8)
- (5) [Issue (distribution) price] (9)
- (6) [Subscription fees] (10)
- (7) [Unit for subscription] (11)
- (8) [Period for subscription]
- (9) [Deposit for subscription]
- (10) [Subscription handling office] (12)
- (11) [Payment date]
- (12) [Place to handle payment] (13)
- (13) [Outline of underwriting, etc.] (13-2)
- (14) [Purpose of use of proceeds] (14)
- (15) [Other] (15)

Section 2. [Foreign investment equity subscription rights certificates]

- (1) [Name of foreign investment corporation]
- (2) [Legal form, etc. of foreign investment equity subscription rights certificates]  
(6)

- (3) [Volume of issuance (distribution)] (7)
  - (4) [Total issue (distribution) value] (8)
  - (5) [Issue (distribution) price] (9)
  - (6) [Subscription fees] (10)
  - (7) [Unit for subscription] (11)
  - (8) [Period for subscription]
  - (9) [Deposit for subscription]
  - (10) [Subscription handling office] (12)
  - (11) [Date of allotment] (15-2)
  - (12) [Payment date]
  - (13) [Place to handle payment] (13)
  - (14) [Details of foreign investment equity subscription rights] (15-2)
    - (i) [Legal form, etc. of foreign investment securities subject to foreign investment equity subscription rights]
    - (ii) [Number of foreign investment securities subject to foreign investment equity subscription rights]
    - (iii) [Amount to be paid in on the exercise of foreign investment equity subscription rights]
    - (iv) [Total issue value of foreign investment securities in the case of issuing foreign investment securities by the exercise of foreign investment equity subscription rights]
    - (v) [Exercise period for foreign investment equity subscription rights]
    - (vi) [Places to accept or brokerage the claims for the exercise of foreign investment equity subscription rights, as well as the place to handle the payments thereof]
    - (vii) [Conditions for exercise of foreign investment equity subscription rights]
    - (viii) [Reason and conditions for acquisition of treasury foreign investment equity subscription rights]
    - (ix) [Matters related to transfer of foreign investment equity subscription rights]
  - (15) [Outline of underwriting, etc.] (13-2)
  - (16) [Purpose of use of proceeds] (14)
  - (17) [Other] (15)
- Section 3. [Foreign investment corporation bond certificates (excluding short-term foreign bonds)]
- (1) [Issue name]
  - (2) [Legal form, etc. of foreign investment corporation bond certificates] (16)
  - (3) [Total face value]
  - (4) [Amount of each foreign investment corporation bond]
  - (5) [Total issue (distribution) value] (8)
  - (6) [Issue (distribution) price] (9)
  - (7) [Interest rate]
  - (8) [Due date and method for interest payment]
  - (9) [Due date and method for redemption]
  - (10) [Method for public offering]
  - (11) [Deposit for subscription]

- (12) [Period for subscription]
- (13) [Subscription handling office] (12)
- (14) [Payment date]
- (15) [Place to handle payment] (13)
- (16) [Outline of underwriting, etc.] (13-2)
- (17) [Foreign investment corporation bond manager or managing company of foreign investment corporation bonds] (17)
- (18) [Matters related to book-entry transfer institution]
- (19) [Registration date and registration number of foreign investment corporation]
- (20) [Purpose of use of proceeds] (14)
- (21) [Other] (15)

#### Section 4. [Short-term foreign bonds] (18)

- (1) [Total amount of short-term foreign bonds for issuance (distribution)]
- (2) [Total issue (distribution) value]
- (3) [Issue (distribution) price]
- (4) [Limit amount for issuance]
- (5) [Outstanding balance of limit amount for issuance]
- (6) [Payment date]
- (7) [Place of payment]
- (8) [Matters related to book-entry transfer institution]
- (9) [Financial institution that provides backup lines]
- (10) [Terms and conditions of backup lines]

### Part II. [Fund information]

#### Section 1. [Status of fund]

- 1. [Outline of foreign investment corporation]
  - (1) [Transition of major management indicators, etc.] (19)
  - (2) [Purpose and basic nature of foreign investment corporation] (20)
  - (3) [Structure of foreign investment corporation] (21)
  - (4) [Organizational structure of foreign investment corporation] (22)
  - (5) [Total amount of investment in foreign investment corporation] (23)
  - (6) [Status of major investors] (24)
- 2. [Investment policy]
  - (1) [Investment policy] (25)
  - (2) [Investment targets] (26)
  - (3) [Distribution policy] (27)
  - (4) [Investment restrictions] (28)
- 3. [Investment risks] (29)
- 4. [Fees, etc. and taxes] (30)
  - (1) [Subscription fees] (31)
  - (2) [Buy-back fees] (32)
  - (3) [Management fees, etc.] (33)
  - (4) [Other fees, etc.] (34)
  - (5) [Tax treatment] (35)
- 5. [Investment management status]
  - (1) [Investment status] (36)

(2) [Investment assets]	
(i) Major components of investment securities	(37)
(ii) Real property for investment	(38)
(iii) Other major investment assets	(39)
(3) [Investment performance]	(40)
(i) [Transition of net assets, etc.]	(41)
(ii) [Transition of dividends]	(42)
(iii) [Transition of rate of return on equity (earnings ratio)]	(43)
6. [Outline of procedure, etc.]	(44)
7. [Outline of management and operation]	(45)
Section 2. [Information on financial highlights]	(46)
1. [Balance sheets]	
2. [Profit and loss statements]	
3. [Statements on distribution of monies]	
4. [Cash flow statements]	
Section 3. [Outline of affairs concerning foreign investment securities]	(47)
Section 4. [Items of detailed information on foreign investment corporation]	(48)
Part III. [Detailed information on foreign investment corporation]	
Section 1. [Additional information on foreign investment corporation]	
1. [History of foreign investment corporation]	(49)
2. [Corporation's officers]	(50)
3. [Outline of legal systems pertaining to foreign investment corporation]	(51)
4. [Outline of supervisory government agency]	(52)
5. [Other]	(53)
Section 2. [Procedure, etc.]	
1. [Subscription (sales) procedure, etc.]	(54)
2. [Buy-back procedure, etc.]	(55)
Section 3. [Management and operation]	
1. [Outline of collateralized assets, etc.]	
(1) [Valuation of assets]	(56)
(2) [Custody]	(57)
(3) [Duration]	(58)
(4) [Accounting period]	(59)
(5) [Other]	(60)
2. [Restraints on trade with interested persons]	(61)
3. [Rights, etc. of investors / foreign investment corporation's bondholders]	
(1) [Rights of investors / foreign investment corporation's bondholders]	(62)
(2) [Treatment in regard to exchange control]	(63)
(3) [Agent in Japan]	(64)
(4) [Jurisdiction, etc.]	(65)
Section 4. [Status of affiliated corporations]	
1. [Outline of asset management company]	
(1) [Name, amount of stated capital, and details of business]	(66)
(2) [Investment management system]	(67)
(3) [Information on major shareholders]	(68)
(4) [Company's officers]	(69)



- (5) [Details of business and overview of operations] (70)
- 2. [Outline of other affiliated corporations]
  - (1) [Name, amount of stated capital, and details of business] (71)
  - (2) [Outline of the relevant business] (72)
  - (3) [Capital relationship] (73)

Section 5. [Accounting status of foreign investment corporation] (74)

- 1. [Financial statements]
  - (1) [Balance sheets] (75)
  - (2) [Profit and loss statements] (76)
  - (3) [Statements on distribution of monies] (77)
  - (4) [Cash flow statements] (78)
  - (5) [Schedule of investment securities, etc.] (79)
    - (i) [Schedule of investment shares]
    - (ii) [Schedule of investment securities other than shares]
    - (iii) [Schedule of real property for investment]
    - (iv) [Schedule of other investment assets]
    - (v) [Schedule of borrowings]
- 2. [Current status of foreign investment corporation] (80)
 

[Statement of net assets]      Reference date:

  - I. Total amount of assets
  - II. Total amount of liabilities
  - III. Total amount of net assets (I - II)
  - IV. Number of investment units issued
  - V. Amount of net assets per unit (III / IV)

Section 6. [Record of sale and buy-back] (81)

Part IV. [Special information]

Section 1. [Outline of investment corporation system] (82)

Section 2. [Form of foreign investment securities] (83)

Section 3. [Other] (84)

(Instructions on Preparation)

- (1) General instructions
  - a. When stating information in a securities registration statement, state it in an easy-to-understand manner so as to help investors easily understand the content.
 

In addition, a securities registration statement must not contain a representation that is likely to mislead investors by, for example, exaggerating a part of the characteristics of the system or extracting a part of investment performance.
  - b. The matters to be stated may be explained by using figures, etc. so as to help investors easily understand the content. In this case, the matters to be stated need to be represented in an unambiguous way by using figures, etc., and attention needs to be paid to prevent investors from being misled by figures, etc.
  - c. With regard to the matters to be stated in relation to monetary amounts, if amounts are denominated in non-Japanese currency, also specify the amounts converted into Japanese currency for major matters.

- d. If an amount denominated in non-Japanese currency is converted into Japanese currency, set down in the notes the criteria of conversion used for the conversion.
  - e. When stating the name of a company or a person or the like, add a note of the name written in the original language.
  - f. These Instructions on Preparation merely provide general standards. If there is any unavoidable reason for not complying with these standards, state information differently while based on these instructions.
  - g. In addition to the matters required to be stated pursuant to the following provisions, the matters related to each item to be stated in the securities registration statement may be disclosed.
  - h. If the regulated securities to which the notification relates are specified depository receipts or beneficiary certificates of regulated securities in trust, disclose relevant information in the same manner as under Instructions on Preparation (1)e of Form 4-3.
  - i. In this Form, "Total face value" and "Face value" include those pertaining to book-entry transfer foreign-issued bonds.
- (2) Title and name of representative person
- a. State the title and name of a person that has legitimate authority for the notification (in the case of submission of a securities registration statement in writing pursuant to Article 27-30-5, paragraph (1) of the Act, also the signature of the person that has legitimate authority is to be affixed below "Title and name of representative person").
  - b. In the case of incorporation of a foreign investment corporation, state the names of all organizers (meaning persons equivalent to the organizers prescribed in Article 66, paragraph (1) of the Act on Investment Trusts and Investment Corporations).
- (3) Name of agent
- State the name of the person domiciled in Japan who is authorized to represent the relevant issuer for any acts related to the notification (hereinafter referred to as an "agent" in (3); if the agent is a corporation, the name of the corporation and its representative person) (in the case of submission of a securities registration statement in writing pursuant to Article 27-30-5, paragraph (1) of the Act, also the signature of the agent (if the agent is a corporation, the signature of the representative person of the agent) is to be affixed below "Name of agent").
- (4) Name of contact person
- State the name of the person domiciled in Japan who is appointed to receive orders or instructions from or who communicates with the Director-General of the Kanto Local Finance Bureau.
- (5) Legal form and amount of foreign investment securities for public offering (secondary distribution) to which the notification relates
- a. State the legal form (such as whether the securities are equivalent to the investment securities set forth in Article 2, paragraph (1), item (xi) of the Act, foreign investment equity subscription rights certificates, foreign investment corporation bond certificates (excluding short-term foreign bonds), or

short-term foreign bonds) of foreign investment securities for which public offering or secondary distribution is to be conducted based on the notification and the total issue value or the total distribution value for each of the public offering or the secondary distribution.

- b. If the securities registration statement is submitted by omitting the "Issue price" or "Distribution price," state the total amount of these estimated as of the submission date of the securities registration statement and set down such fact in the notes.

(6) Legal form, etc. of foreign investment securities

- a. State whether the securities are in registered form or bearer form, unit type or open type, etc.

- b. In relation to the foreign investment securities to which the notification relates, if any credit rating (meaning the credit rating prescribed in Article 2, paragraph (34) of the Act; hereinafter the same applies in b) has been or will be provided or made available for inspection by a credit rating agency (meaning the credit rating agency prescribed in paragraph (36) of that Article; hereinafter the same applies in b) in response to a request from the foreign investment corporation, state the following matters. If there are two or more credit ratings, state the following matters for all of such ratings.

- (a) Grades pertaining to the credit rating, the trade name or name of the credit rating agency and any other matters to identify the credit rating, as well as the explanation on assumption and limitation concerning the credit rating according to the category of the subject-matter of the credit rating

- (b) The method for obtaining information related to the matters set forth in Article 313, paragraph (3), item (iii), (a) through (k) of the Cabinet Office Order on Financial Instruments Business publicized, pursuant to that item, by a credit rating agency in relation to the foreign investment securities to which the notification relates, during the period for subscription of the foreign investment securities to which the notification relates

In relation to the foreign investment securities to which the notification relates, if no credit rating has been or will be provided or made available by a credit rating agency in response to a request from the foreign investment corporation, state such fact.

(7) Volume of issuance (distribution)

State the volume of issuance or the volume of distribution for each public offering or secondary distribution of foreign investment securities for which public offering or secondary distribution is to be conducted based on the notification.

(8) Total issue (distribution) value

- a. State the total issue value or total distribution value for each public offering or secondary distribution of foreign investment securities for which public offering or secondary distribution is to be conducted based on the notification.
- b. If the securities registration statement is submitted by omitting the "Issue price" or "Distribution price," state the total amount of these estimated as of the submission date of the securities registration statement and set down such fact in the notes.

(9) Issue (distribution) price

- a. For foreign investment corporation bond certificates, state the issue price or distribution price per 100 yen of face value.
- b. If the securities registration statement is submitted by omitting the "Issue price" or "Distribution price," set down in the notes the expected date of determination of the price and the specific method of determination.

(10) Subscription fees

When stating the fees, it is allowable for the company to only state the maximum amount or rate of the fee in lieu of a statement of a specific amount or rate of the fee. In this case, specifically state the method by which investors may make an inquiry as to the specific amount or rate of the fee and necessary matters concerning the inquiry (for example, the name, telephone number, website URL, and other information concerning the party with whom the inquiry is to be made; hereinafter the same applies in this Form).

(11) Unit for subscription

When stating the unit for subscription, it is allowable for the company to only state the method by which investors may make an inquiry as to the unit for subscription and necessary matters concerning the inquiry in lieu of a statement of the specific unit for subscription.

(12) Subscription handling office

When stating the subscription handling office, it is allowable for the company to only state the method by which investors may make an inquiry as to the subscription handling office and necessary matters concerning the inquiry in lieu of a statement of a specific subscription handling office.

(13) Place to handle payment

When stating the place to handle payment, it is allowable for the company to only state the method by which investors may make an inquiry as to the place to handle payment and necessary matters concerning the inquiry in lieu of a statement of a specific place to handle payment.

(13-2) Outline of underwriting, etc.

- a. State an outline of the contents, etc. of wholesale underwriting contracts, entrustment agreements for secondary distribution, etc. In this case, include information on wholesale underwriting contracts and entrustment agreements for secondary distribution that are planned to be concluded, and set down in the notes the expected date of determination of these matters.
- b. If foreign investment equity subscription rights certificates are to be underwritten by the method set forth in Article 2, paragraph (6), item (iii) of the Act and, supposing that the underwriter acquires all foreign investment equity subscription rights certificates subject to the underwriting, the ownership ratio of share certificates, etc. (meaning the ownership ratio of share certificates, etc. prescribed in Article 27-23, paragraph (4) of the Act; hereinafter the same applies in b) of the underwriter in relation to the share certificates, etc. (meaning the share certificates, etc. prescribed in paragraph (1) of that Article; hereinafter the same applies in b) issued by the foreign investment corporation exceeds five percent, set down in the notes such fact as well as the ownership ratio of share certificates, etc. of the underwriter in

relation to the share certificates, etc. issued by the foreign investment corporation as of the date five days prior to the submission date of the securities registration statement (not counting Sundays and the non-business days prescribed in Article 14-5 of the Order).

(14) Purpose of use of proceeds

Specifically state the details and amounts with regard to the purpose of use of proceeds from new issuance.

(15) Other

- a. State the method of subscription, interest on deposit for subscription, transfer of deposit for subscription to the foreign investment corporation, and other matters necessary in relation to subscription, etc.
- b. If, at the same time as the public offering or the secondary distribution, foreign investment securities to which the notification relates are to be issued in areas outside of Japan, state the volume of issuance, total issue value, etc. thereof.
- c. If there are any notable matters with regard to incorporation of the company, state an outline thereof.

(15-2) Details of foreign investment equity subscription rights

Disclose relevant information in the same manner as under Instructions on Preparation (13-2) through (13-6) of Form 4-3.

(16) Legal form, etc. of foreign investment corporation bond certificates

Disclose relevant information in the same manner as under (6). However, in the case of book-entry transfer foreign-issued bonds, whether they are in registered form or bearer form is not required to be stated.

(17) Foreign investment corporation bond manager or managing company of foreign investment corporation bonds

- a. State the name and address of the foreign investment corporation bond manager (meaning an equivalent of an investment corporation bond manager for foreign investment corporation bond certificates), the managing company of foreign investment corporation bonds (meaning the rights represented by foreign investment corporation bond certificates; the same applies in (47)b) (hereinafter referred to as the "foreign investment corporation bond manager, etc." in (17)), and conditions of entrustment (such as fees to be paid to the foreign investment corporation bond manager, etc.).
- b. If a foreign investment corporation bond manager, etc. has not been decided, state the prospective foreign investment corporation bond manager, etc. with which the company plans to conclude an entrustment agreement.
- c. If the securities registration statement is submitted by omitting the "Name and address of foreign investment corporation bond manager, etc." or "Conditions for entrustment," set down in the notes the date of determination of these matters.

(18) Short-term foreign bonds

Disclose relevant information in the same manner as under Instructions on Preparation (15) of Form 4-3.

(19) Transition of major management indicators, etc.

State the transition of the foreign investment corporation's major management indicators, etc. for the latest five accounting periods (the accounting period means the period specified in Article 23; hereinafter the same applies in this Form) (in the case of a foreign investment corporation for which one accounting period consists of six months (including a fund for which the day following a holiday is to be the last day of the accounting period pursuant to the proviso to that Article; the same applies in this Form), 10 accounting periods)) in the same manner as under Instructions on Preparation (16) of Form 4-3.

(20) Purpose and basic nature of foreign investment corporation

- a. Specifically state the purpose and basic nature of the foreign investment corporation stated in the certificate of incorporation (including equivalents thereto; hereinafter the same applies in this Form).
- b. State the characteristics of the foreign investment corporation in a specific and easy-to-understand manner.
- c. If the investment corporation takes the form of making investment of assets through investment in investment vehicles (meaning a corporation, partnership, etc. (meaning the partnership, etc. prescribed in Instructions on Preparation (1)f of Form 6-5), trust, or an equivalent thereof which manages, invests, or disposes of certain assets, and in which other persons invest in order to use it for making investment of the assets (for a trust, excluding the case where it should be regarded as the same as beneficiaries directly managing, investing, or disposing of the certain assets); the same applies in (21)a), state information in a manner that clarifies such fact.

(21) Structure of foreign investment corporation

- a. State the structure of the foreign investment corporation (if the investment corporation takes the form of making investment of assets through investment in investment vehicles, this includes the structure thereof) in an easy-to-understand manner by using figures, etc.
- b. State in an easy-to-understand manner the names of the foreign investment corporation and the foreign investment corporation's affiliated corporations (meaning the asset management company (meaning a person equivalent to an asset management company; hereinafter the same applies in this Form) or investment advisory company; asset custody company (meaning a person equivalent to the asset custody company prescribed in Article 2, paragraph (22) of the Act on Investment Trusts and Investment Corporations); administrative agent (meaning a person equivalent to the administrative agent prescribed in paragraph (23) of that Article); investment corporation bond manager, etc.; and sales company, etc.; hereinafter the same applies in b, (60)b, and (73)) (the name may be omitted for the sales company), their roles in operation, and details of the relevant business (including outline of agreements, etc. concluded between the foreign investment corporation and the affiliated corporations).

(22) Organizational structure of foreign investment corporation

- a. State in a specific and easy-to-understand manner the matters concerning the foreign investment corporation's governance (for example, details of organs of the corporation; organization personnel, and procedure for internal

control and supervision by supervisory officers; as well as mutual coordination among internal control, supervision by supervisory officers, and accounting audit, etc.) and the status of development of a system of the foreign investment corporation for managing the associated companies (excluding sales companies).

- b. State information on the investment management system of the foreign investment corporation in a specific and easy-to-understand manner. In addition, state in particular detail the organizational structure for decision-making on investment and the status of development of investment-related risk management system.

(23) Total amount of investment in foreign investment corporation

State the total amount of investment in the foreign investment corporation, total number of issuable units of investment equity (meaning the total number of units of investment equity (meaning a right against the foreign investment corporation which has the nature of investment equity; hereinafter the same applies in this Form) which the foreign investment corporation may issue) and the total number of units of issued investment equity (meaning the investment equity issued by the foreign investment corporation; the same applies in (24)) as of the latest date from the submission date of the securities registration statement.

Also state the increase or decrease in the total amount of investment and the total number of units of issued investment equity over the latest five years.

(24) Status of major investors

With regard to the investors (meaning those equivalent to investors; hereinafter the same applies in this Form) in the foreign investment corporation as of the latest date from the submission date of the securities registration statement (about five investors holding the largest number of units of investment equity in descending order (hereinafter referred to as the "number of units of investment equity held" in (24) and (50)), state each investor's name, address (if a major investor is an individual, for stating the address, it is sufficient to state it to the municipality level (meaning the municipality prescribed in Article 21, paragraph (2) of the Cabinet Office Order on Disclosure of Corporate Affairs, and including the equivalent in foreign countries; the same applies in (68))), number of units of investment equity held, and the ratio of the number of units of investment equity held to the total number of units of issued investment equity. When stating information on the status of major investors, exclude the number of units of treasury investment equity (meaning investment equity for which the foreign investment corporation has no voting rights pursuant to Article 308, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 94, paragraph (1) of the Act on Investment Trusts and Investment Corporations) from the number of units of investment equity held and the total number of units of issued investment equity.

(25) Investment policy

State the basic stance on investment management of the foreign investment corporation (for example, the investment stance, investment policy, type of

investment, policy on portfolio selection, etc.) in a specific and easy-to-understand manner.

(26) Investment targets

- a. Specifically state the type, details, etc. of assets that are investment targets.
- b. State the investment criteria, and if there are investment plans by type of assets, area, business type, etc., state their ratios, etc.
- c. If the foreign investment corporation holds issued shares or equity (excluding treasury shares or equity held by a real property holding corporation (meaning a corporation that satisfies all of the requirements set forth in the items of Article 221-2, paragraph (1) of the Regulation for Enforcement of the Act on Investment Trusts and Investment Corporations; hereinafter the same applies in c, (38)c, and (39)d); hereinafter referred to as "shares, etc." in (38)c and (39)d) exceeding the number or amount obtained by multiplying the total number or total amount of shares, etc. of the real property holding corporation by the rate prescribed in Article 221 of that Regulation, state, for each relevant real property holding corporation, the amount of investment in the real property holding corporation, an outline of the real property holding corporation (organizational form, purpose, business contents, profit distribution policy, etc.), the ratio of the number or amount of shares, etc. held by the real property holding corporation which belong to the fund to the total number or total amount of shares, etc. of the real property holding corporation, and details of regulations on dividends in the country in which the real property holding corporation was established, and also disclose the relevant information on real property in which the real property holding corporation invests in the same manner as under a and b.

(27) Distribution policy

State the distribution policy prescribed in the certificate of incorporation.

(28) Investment restrictions

- a. State the grounds for and details of investment restrictions specified in laws, regulations, or the certificate of incorporation.
- b. State whether there are restrictions on underwriting of securities, margin transactions, borrowings, concentrated investment, or investment in other funds, and if there is any restriction, state the grounds therefor and details thereof.

(29) Investment risks

- a. State information on the investment-related risk characteristics in a specific and easy-to-understand manner.

In addition, state the matters which may have a material impact on the decision of investors in relation to investment risks in a collective and easy-to-understand manner.

- b. State information on the investment-related risk managing system in a specific and easy-to-understand manner.
- c. If there is an event or circumstance that would raise material doubt about an assumption that the foreign investment corporation will stay in business in the future or any other event that would have a material impact on the foreign investment corporation's business management (hereinafter referred



to as a "material event, etc." in d), state such fact and its specific details in an easy-to-understand manner.

- d. In the case of having stated the fact that there is a material event, etc. and the details thereof, state in a specific and easy-to-understand manner the details of analysis/study of the material event, etc. and countermeasures for eliminating or rectifying the material event, etc.
- e. If the company discloses prospective matters, state that these matters are based on the judgment as of the submission date of the securities registration statement.

(30) Fees, etc. and taxes

When stating the expenses to be borne directly or indirectly by investors throughout the process from subscription to buy-back (excluding taxes; hereinafter referred to as "fees, etc." in (30) and (34)), it is allowable for the company to only state the maximum amount or rate of the fees, etc. in lieu of a statement of a specific amount or rate of the fees, etc. In this case, specifically state the method by which investors may make an inquiry as to the specific amount or rate of the fees, etc. and necessary matters concerning the inquiry.

(31) Subscription fees

With regard to fees for subscription, state the amount or rate of the fees and their collection method and timing.

(32) Buy-back fees

With regard to fees for buy-back, state the amount or rate of the fees and their collection method and timing.

(33) Management fees, etc.

State the amount or rate of remunerations and fees paid by the investment corporation, and for major remunerations and fees, state the calculation method, amount or rate of payment, and payment method and timing, for each payment recipient.

(34) Other fees, etc.

If there are fees, etc. related to the investment securities other than those set forth in (31) through (33), state the amount or rate of those fees, etc. and their collection method and timing.

(35) Tax treatment

State the tax treatment of dividends, cancellation payment, etc. in an easy-to-understand manner.

(36) Investment status

- a. State the status as of the latest date from the submission date of the securities registration statement.
- b. In the case of investment assets, state the price (in the case of securities, the market price; in the case of real property, the price as appraised by the appraisal method or standard specified in the certificate of incorporation, or appraised and estimated value, posted price, road ratings, published selling price, or other price deemed to be fair according thereto (also state the appraisal method, etc.); and in the case of assets other than securities and real property (hereinafter referred to as "other assets" in this Form), the market price or appraised value (also state the appraisal method, etc.)) and

investment ratio (meaning the ratio of the price of the assets to the investment corporation's total amount of assets; the same applies in (37)c, (38)b, and (39)c) for each type of assets (in the case of securities, the type of securities; in the case of real property, the use etc.; and in the case of other assets, the type that is considered to be appropriate for investors to identify the investment status of investment assets, such as categorization based on the specific details, etc.) and for each area (in the case of securities, for each place of issuance or each area of the financial instruments exchange on which the securities are listed, etc. (meaning each country or an equivalent area category); in the case of real property, for each area of the location of property; and in the case of other assets, for each area of the location of the counterparty to transactions of the assets, such as the exchange at which the assets are traded, or area categorized by a method equivalent thereto).

- c. State the total amount of liabilities and the ratio of the total amount of liabilities to the total amount of assets as well as the total amount of net assets and the ratio of the total amount of net assets to the total amount of assets.

(37) Major components of investment securities

- a. State the status as of the latest reference date from the submission date of the securities registration statement.
- b. State information on the 30 issues of investment securities (meaning securities that are investment assets; hereinafter the same applies in (37)) with the highest appraisal values.
- c. Categorize investment securities by area based on the place of issuance or the financial instruments exchange on which the securities are listed, etc., and state the type of investment securities as well as, for each issue, the issue name, business type (limited to the case of shares), quantity, amount (book value, market value, and the respective unit prices), interest rate, due date for redemption (limited to the case of bond certificates (including the rights to be indicated by bond certificates in the case where the bond certificates indicating the rights have not been issued)), and investment ratio, and also state the investment ratio for each type of investment securities and for each business type (limited to the case of shares).
- d. If there is any company, etc. that is judged to have a material impact on investment decisions with regard to the investment securities, state the name of the company, etc. and the reason for the need to disclose the name of the company, etc.
- e. Clearly state the issue names of investment securities.
- f. If it is necessary to state information on securities along with real property or other assets in order to state the investment status of investment assets in an easy-to-understand manner, state the relevant information in "(iii) Other major investment assets" along with real property or other assets.

(38) Real property for investment

- a. State the status as of the latest reference date from the submission date of the securities registration statement.

- b. Categorize real property for investment (meaning real property that are investment assets; hereinafter the same applies in (38)) by area based on the location, by use, and by for lease or non-lease, and, for each property, state the property name, location, use, area size, structure, whether it is held with ownership or other rights, etc., price (meaning the appraised and estimated value, posted price, road ratings, published selling price, or other price deemed to be fair according thereto (also state the appraisal method and the name of the appraiser, etc.)), details of the collaterals, status of the real property (meaning the structure and current status of the real property, and other matters that have a material impact on the price of the real property for investment), a summary of the results of the investigation on the status of the real property made by a third party (or that such an investigation has not been made, if this is the case) as well as the name of the investigator, and the investment ratio. In the case where there is a counterparty with whom a lease contract for the relevant real property for investment has been concluded (hereinafter referred to as the "tenant" in b), the total number of tenants, total lease revenue, total size of leased areas, total size of leasable areas, changes in the occupancy rates (the occupancy rate on a fixed day of each year; hereinafter the same applies in b) over the latest five years, and for each major real property (a building or facility pertaining to one piece of land for which the total lease revenue is 10 percent or more of all lease revenues), state the total number of tenants, total lease revenue, total size of leased areas, total size of leasable areas, changes in the occupancy rates over the latest five years, and for major tenants (meaning tenants for which the total size of leased areas is 10 percent or more of the size of all leased areas), also state outlines thereof (the name and type of business of the tenant, annual lease, size of leased area, expiration date of the contract, method for renewing the contract, security deposit, and any other information to be noted with regard to the lease contract therefor). If it is not possible to disclose the annual lease, etc. due to any unavoidable reason, state such fact.
  - c. If the foreign investment corporation holds shares, etc. of which the ratio to the total number or total amount of shares, etc. of a real property holding corporation exceeds the ratio prescribed in Article 221 of the Regulation for Enforcement of the Act on Investment Trusts and Investment Corporations, state an outline of the real property holding corporation (organizational form, purpose, business contents, profit distribution policy, etc.), and also disclose the relevant information on real property in which the real property holding corporation invests in the same manner as under b. If there is an item that cannot be disclosed due to any unavoidable reason, state such fact.
  - d. If it is necessary to state information on securities along with real property or other assets in order to state the investment status of investment assets in an easy-to-understand manner, state the relevant information in "(iii) Other major investment assets" along with real property or other assets.
- (39) Other major investment assets
- a. State the status as of the latest reference date from the submission date of the securities registration statement.

- b. State information on the other assets constituting the investment assets for each type or nature of the other assets.
- c. With regard to other assets, state according to the characteristics thereof and in an easy-to-understand manner an outline of the other assets (for example, the name, location, use, area size, structure, and performance), matters concerning appraisal of the value of the other assets (for example, the price of the other assets that is deemed to be fair (including the appraisal method, the name of the appraiser, etc.), details of the collaterals, and matters that have a material impact on appraisal of the value of the other assets), matters on revenues arising from the other assets (for example, the status of revenues that have arisen from the other assets (including the breakdown thereof), specific performance of the business, etc. that serves as the source of the revenue, and information that serves as a reference in evaluating the performance), and other matters that have a material impact on investment decisions. In the case of other assets that are traded on an exchange, also state the exchange, and in the case of other assets for which there is a counterparty with regard to the right, categorize the assets based on the address or location of the counterparty to the right, and for each relevant asset, also state the name, quantity, price (the book value and market value or appraisal value (also state the appraisal method, etc.)) and investment ratio of the asset.
- d. If the investment asset is a right pertaining to securities or real property, state details of the right (type, duration, etc.) and details of the subject matter of the right (the matters set forth in (37)c or (38)b). If the foreign investment corporation holds shares, etc. of which the ratio to the total number or total amount of shares, etc. of a real property holding corporation exceeds the ratio prescribed in Article 221 of the Regulation for Enforcement of the Act on Investment Trusts and Investment Corporations, also state an outline of the real property holding corporation and the relevant information on real property in which the real property holding corporation invests in the same manner as under (38)c.
- e. If the investment asset is a right other than the right set forth in d, disclose relevant information in the same manner as under d.

(40) Investment performance

When stating information on investment performance, state it in an easy-to-understand manner by using figures, etc.

(41) Transition of net assets, etc.

State the foreign investment corporation's total amount of assets, total amount of net assets, and the amount of net assets per unit of foreign investment securities as of the latest date from the submission date of the securities registration statement, the end of each month within one year before that date, and the end of each accounting period over the latest 10 accounting periods (in the case of a foreign investment corporation for which one accounting period consists of six months, 20 accounting periods). In this case, if dividends are distributed at the end of each month or at the end of each accounting period, state the cum-dividend and ex-dividend amounts. If amounts

as of the end of each month cannot be stated due to an unavoidable reason, state such fact and the reason therefor. If the foreign investment securities are listed on a financial instruments exchange, add a note of the market quotation on the financial instruments exchange and the name of the financial instruments exchange.

(42) Transition of dividends

State the total amount of dividends and the amount of dividends per unit of foreign investment securities for each accounting period over the latest 10 accounting periods (in the case of a foreign investment corporation for which one accounting period consists of six months, 20 accounting periods) from the submission date of the securities registration statement.

(43) Transition of rate of return on equity (earnings ratio)

State the rate of return on equity (meaning an equivalent to the rate of return on equity prescribed in Instructions on Preparation (16)(m) of Form 4-3) or the earnings ratio (meaning the earnings ratio prescribed in Instructions on Preparation (39) of Form 4-2) for each accounting period over the latest 10 accounting periods (in the case of a foreign investment corporation for which one accounting period consists of six months, 20 accounting periods) from the submission date of the securities registration statement.

(44) Outline of procedure, etc.

State a summary of the matters to be disclosed in "Part III. Detailed information on foreign investment corporation," "Section 2. Procedure, etc."

(45) Outline of management and operation

State a summary of the matters to be disclosed in "Part III. Detailed information on foreign investment corporation," "Section 3. Management and operation."

(46) Information on financial highlights

a. State the "Balance sheets," "Profit and loss statements," "Statements on distribution of monies," and "Cash flow statements" to be disclosed in "Part III. Detailed information on foreign investment corporation," "Section 5. Accounting status of foreign investment corporation," "Financial statements" (including notes on significant accounting policies for preparing these statements). In this case, also state the fact that these matters have been stated by extracting them from the financial statements to be disclosed in "Part III. Detailed information on foreign investment corporation," "Section 5. Accounting status of foreign investment corporation," "Financial statements" (referred to as "financial statements" in b).

b. For financial statements, if the company receives an audit certification from a certified public accountant or auditing firm, or a certification which is deemed equivalent to an audit certification from a foreign auditing firm, etc. (meaning the foreign auditing firm, etc. prescribed in Article 1-3, paragraph (7) of the Certified Public Accountants Act; the same applies in (74)a), state such fact, the fact that an audit report (meaning the audit report prescribed in Article 3, paragraph (1) of the Cabinet Office Order on Audit Certification of Financial Statements; hereinafter the same applies in b and (74)a) pertaining to the audit certification or a document (including a Japanese

translation thereof; the same applies in (74)a) equivalent to an audit report pertaining to a certification which is deemed equivalent to the audit certification is attached to the financial statements, and the name of the certified public accountant or auditing firm that conducted the audit certification.

(47) Outline of affairs concerning foreign investment securities

State the following matters concerning the foreign investment securities to which the notification relates:

- a. With regard to entry of a name change, the procedure, place of handling, place of brokerage, name and address of the agent, and fees therefor
- b. Special benefits for investors or foreign investment corporation's bondholders (meaning holders of foreign investment corporation bonds; the same applies in (62))
- c. Details of restriction on transfer of foreign investment securities
- d. Other matters that need to be indicated to investors with regard to affairs concerning foreign investment securities

(48) Items of detailed information on foreign investment corporation

- a. State the item names of the matters to be stated in "Part III. Detailed information on foreign investment corporation."
- b. If any of the matters to be stated in "Part III. Detailed information on foreign investment corporation" is to be stated in a prospectus that must be delivered in advance or at the same time pursuant to Article 15, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, state that matter below the item name of that matter.

(49) History of foreign investment corporation

State the major changes in the foreign investment corporation, such as the background of incorporation, change of trade name, merger, changes in basic nature, etc.

(50) Corporation's officers

State the name, title, brief biographical outline of major points in the career, and number of units of investment equity held (in the case of a foreign investment corporation being incorporated, the number of units of investment equity planned to be underwritten) for each officer (in the case of a foreign investment corporation being incorporated, each organizer (meaning a person equivalent to the organizer prescribed in Article 66, paragraph (1) of the Act on Investment Trusts and Investment Corporations) and each candidate for an officer) of the foreign investment corporation as of the submission date of the securities registration statement.

(51) Outline of legal systems pertaining to foreign investment corporation

State the name of the governing law and its major details.

(52) Outline of supervisory government agency

State the name of the supervisory government agency and the major details of supervision.

(53) Other

- a. State important matters such as any changes in the certificate of incorporation, transfer or acquisition of business, and status of investment.

- b. If there are lawsuits or other facts that are expected to have a material impact on the foreign investment corporation, state details of the lawsuit or facts.

(54) Subscription (sales) procedure, etc.

- a. With regard to subscription to foreign investment securities, state the procedure thereof and the transfer method, etc.
- b. With regard to combined sale with other products such as a life insurance contract, and other sale accompanied by a special service, state the contents thereof in detail.
- c. If the selling price per unit of foreign investment securities differs from the amount of net assets per unit of foreign investment securities, state the method and frequency of calculation of the selling price, the method by which investors may make an inquiry, and necessary matters concerning the inquiry.

(55) Buy-back procedure, etc.

- a. With regard to buy-back of foreign investment securities, state the procedure thereof and the transfer method, etc.
- b. With regard to the cash conversion price per unit of foreign investment securities, state the method and frequency of calculation thereof, the method by which investors may make an inquiry, and necessary matters concerning the inquiry.

(56) Valuation of assets

With regard to the amount of net assets per unit of foreign investment securities, state the method of calculation (including valuation of assets such as securities and real property) and frequency of calculation thereof, the method by which investors may make an inquiry, and necessary matters concerning the inquiry.

(57) Custody

State matters concerning custody of foreign investment securities. However, this does not apply to book-entry transfer foreign-issued bonds.

(58) Duration

State the duration of the foreign investment corporation.

(59) Accounting period

State the accounting period of the foreign investment corporation.

(60) Other

- a. State information on restrictions on capital increase or decrease, the conditions for dissolution or redemption, etc.
- b. State procedures for making changes to the certificate of incorporation, for renewing a contract with an affiliated corporation, or the like, matters concerning the disclosure method in the case of making changes, and other important matters.

(61) Restraints on trade with interested persons

State whether there are restraints on trade with directors or major shareholders of the foreign investment corporation and affiliated companies, and if there is any restraint, the grounds therefor and the details thereof.

(62) Rights of investors / foreign investment corporation's bondholders

State contents of rights (including the time of occurrence and time of lapse of the right) such as rights relating to investors' meetings or foreign investment corporation bondholders meetings (meetings equivalent to the investment corporation bondholders meetings prescribed in Article 139-10, paragraph (1) of the Act on Investment Trusts and Investment Corporations; hereinafter the same applies in (62)), the right to receive dividends or interests, the right to receive redemption, and the right to request buy-back of foreign investment securities, and the procedure for exercising the rights.

(63) Treatment in regard to exchange control

State the treatment of remittance of dividends, sales proceeds, etc. in terms of exchange control.

(64) Agent in Japan

State whether there is a person domiciled in Japan who is authorized to represent the issuer of the foreign investment securities to which the notification relates for acts in or out of court, and if there is such person, the person's name, address, details of the authority, and relationship with the agent for notification (meaning a person who has the authority to represent the issuer pursuant to Article 9, paragraph (1)).

(65) Jurisdiction, etc.

With regard to lawsuits related to the foreign investment securities to which the notification relates, state the name and location of the court that has jurisdiction and the procedure for execution of judgment, etc.

(66) Name, amount of stated capital, and details of business

With regard to the amount of stated capital, only state the amount as of the latest date from the submission date of the securities registration statement.

(67) Investment management system

State information on the investment management system of the asset management company in a specific and easy-to-understand manner.

In addition, state in particular detail the organizational structure for decision-making on investment and the status of development of investment-related risk management system.

(68) Information on major shareholders

With regard to the shareholders of the asset management company as of the latest date from the submission date of the securities registration statement (about five shareholders holding the largest number of shares in descending order), state each shareholder's name, address (if a major shareholder is an individual, for stating the address, it is sufficient to state it to the municipality level), number of shares held, and the ratio of the number of shares held to the number of issued shares. When stating information on the status of major investors, exclude the number of treasury shares from the number of shares held and the number of issued shares.

(69) Company's officers

State the name, title, brief biographical outline of major points in the career, and number of shares held for each officer of the asset management company as of the submission date of the securities registration statement.

(70) Details of business and overview of operations



If the asset management company invests assets pertaining to multiple foreign investment corporations, state the name, basic nature, date of incorporation, and amount of net assets (the total amount and the amount per unit of foreign investment securities) as of the latest date from the submission date of the securities registration statement for all of the foreign investment corporations. If it is not possible to disclose information on all foreign investment corporations due to any unavoidable reason, state such fact and disclose information on major foreign investment corporations.

(71) Name, amount of stated capital, and details of business

With regard to the amount of stated capital, only state the amount as of the latest date from the submission date of the securities registration statement.

(72) Outline of the relevant business

State details of the relevant business concerning operation, and if the company concurrently engages in another business, an outline thereof.

(73) Capital relationship

State the capital relationship between the foreign investment corporation and other affiliated corporations.

(74) Accounting status of foreign investment corporation

a. For financial documents, if the company receives an audit certification from a certified public accountant or auditing firm, or a certification which is deemed equivalent to an audit certification from a foreign auditing firm, etc., state such fact, and attach to the relevant financial documents an audit report pertaining to the audit certification or a document equivalent to an audit report pertaining to a certification which is deemed equivalent to the audit certification.

b. If the company has any unavoidable reason for not complying with the following Instructions on Preparation and states relevant information differently while based on these instructions, state such fact, the reason, and the details thereof.

c. If the company changed the accounting period or account titles, etc. during the latest two accounting periods, state such fact, the reason, and the details thereof.

d. State which of the provisions of the main clause of Article 131, paragraph (5) or the proviso to that paragraph of the Regulation on Financial Statements apply to the financial documents. In the case of preparing financial documents pursuant to the main clause of that paragraph, prepare them using Form 13 and Form 13-2.

(75) Balance sheets

State the balance sheets for the latest two accounting periods (the latest accounting period in the case where the balance sheet contains any information equivalent to the comparative information prescribed in Article 6 of the Regulation on Financial Statements; the same applies in (76) a, (77), and (78)).

(76) Profit and loss statements

a. State the profit and loss statements for the latest two accounting periods.

b. Among the amounts stated, in the case of indicating an amount of loss, additionally indicate the  $\triangle$  mark.

(77) Statements on distribution of monies

State the statements on distribution of monies for the latest two accounting periods.

(78) Cash flow statements

State the cash flow statements for the latest two accounting periods.

(79) Schedule of investment securities, etc.

Disclose relevant information in the same manner as the annexed detailed statements prescribed in Article 80, paragraph (1) of the Regulation on Accounting of Investment Corporations.

(80) Current status of foreign investment corporation

State the status as of the latest reference date from the submission date of the securities registration statement.

(81) Record of sale and buy-back

State the sales quantity and buy-back quantity (if there is a record of sale or buy-back outside of Japan, state that sales quantity and buy-back quantity as figures included in the main figures) for each accounting period over the latest 10 accounting periods (in the case of a foreign investment corporation for which one accounting period consists of six months, 20 accounting periods) from the submission date of the securities registration statement.

(82) Outline of investment corporation system

State an outline of the foreign investment corporation system in general in the home country, state, etc. of the foreign investment corporation to which the notification relates, such as the governing law, management/operation system, differences in the rights of investors, etc., for each type of foreign investment corporation.

(83) Form of foreign investment securities

State the form of the foreign investment securities to which the notification relates and details of the matters to be stated on the face of the securities (in the case of book-entry transfer foreign-issued bonds, such fact and the matters of which notification is to be made set forth in the items of Article 69, paragraph (1) (excluding items (v) and (vi)) of the Corporate Bond Transfer Act as applied mutatis mutandis pursuant to Article 127 of that Act).

(84) Other

If there are photographs, drawings, and other matters to be specifically contained in the prospectus pertaining to the public offering or the secondary distribution, state such fact and the part of the prospectus referring to these.

(85) Information on reorganization (tender offer bid)

In the case of conducting procedures relating to securities issuance for reorganization or procedures relating to securities delivery for reorganization with regard to foreign investment securities or in the case of delivering foreign investment securities as the consideration for purchase, etc. (meaning the purchase, etc. prescribed in Article 27-2, paragraph (1) of the Act) in a tender offer (meaning the tender offer prescribed in Article 27-3, paragraph (1) of the Act) and submitting this securities registration statement at the same time as the submission of the tender offer statement for the tender offer pursuant to Article 27-4, paragraph (1) of the Act, disclose relevant information in the same

manner as under Instructions on Preparation (1) through (9) of Form 2-6 of the Cabinet Office Order on Disclosure of Corporate Affairs by adding the item "Information on reorganization (tender offer bid)" below "Part I. Information on securities."

Form 4-4-3

[Cover page]

[Document to be submitted]

Foreign company statement

[Authority to which this document is to be submitted]

Director-General of the Kanto Local  
Finance Bureau

[Submission date]

[Issuer name]

[Title and name of representative person]

[Location of head office]

[Name of agent]

[Address or location of agent]

[Name of contact person]

[Contact address]

[Telephone number]

[Name of foreign investment corporation pertaining to foreign investment securities  
for public offering (secondary distribution) to which the notification relates]

[Legal form and amount of foreign investment securities for public offering  
(secondary distribution) to which the notification relates]

[Place for public inspection]

Name:

(Location)

[Information on securities] (2)

(Instructions on Preparation)

(1) General instructions

Disclose relevant information in the same manner as information stated in  
the form to be used for the submission in Japanese language.

(2) Information on securities

Disclose relevant information in the same manner as under Form 4-4.

Form 6-2

[Cover page]

[Document to be submitted]

Securities registration statement

[Authority to which this document is to be submitted]

Director-General of the Kanto Local  
Finance Bureau

[Submission date]

[Issuer (trustee) name]

[Title and name of representative person] (2)

[Location of head office]

[Name of agent] (3)

[Address or location of agent]

[Name of contact person] (4)

[Contact address]

[Telephone number]

[Issuer (settlor) name]

[Title and name of representative person]

[Address or location of head office]

[Name of agent]

[Address or location of agent]

[Name of contact person] (4)

[Contact address]

[Telephone number]

[Name of securities for public offering (secondary distribution) to which the  
notification relates]

[Amount of securities for public offering (secondary distribution) to which the  
notification relates] (5)

[Place for public inspection]

Name:

(Location)

Part I [Information on securities]

Section 1. [Terms and conditions for public offering (secondary distribution) of  
foreign trust beneficiary certificates]

1. [Legal form, etc. of foreign trust beneficiary certificates] (6)

2. [Volume of issuance (distribution)]

3. [Total issue (distribution) value] (7)

4. [Issue (distribution) price] (8)

5. [Details, time, and place of delivery]

6. [Method for public offering]

7. [Subscription fees]

8. [Unit for subscription]

9. [Period for subscription and subscription handling office]

10. [Deposit for subscription]

11. [Payment date and place to handle payment]

12. [Outline of underwriting, etc.] (9)

13. [Other] (10)

Section 2. [Terms and conditions for public offering (secondary distribution) of foreign trust corporate bond certificates]

1. [Newly issued foreign corporate bonds (excluding short-term foreign bonds)]  
(11)

Issue name	
Registered form / bearer form	
Total face value or total amount of book-entry transfer foreign-issued bonds	
Amount of each foreign corporate bond	
Total issue value	
Issue price	
Interest rate (%)	
Due date for interest payment	
Method for interest payment	
Due date for redemption	
Method for redemption	
Method for public offering	
Deposit for subscription	
Period for subscription	
Subscription handling office	
Payment date	
Book-entry transfer institution	
Method for public notice	
Underwriter	
Managing company of foreign corporate bonds and its duties	
Type of collaterals	
Subject of collaterals	
Rank of collaterals	
Amount of credit secured by high-ranked collaterals	

Right to be asserted against security interest holders with respect to subject of collaterals	
Guarantee for collaterals	
Special financial agreement (restriction on provision of collaterals)	
Special financial agreement (other clauses)	
Creditors meeting	
Governing laws and court of jurisdiction	

2. [Newly issued short-term foreign bonds] (12)

Issue price	
Total amount of short-term foreign bonds	
Total issue value	
Limit amount for issuance	
Outstanding balance of limit amount for issuance	
Payment date	
Place of payment	
Financial institution that provides backup lines	
Terms and conditions of backup lines	
Guarantor	
Guarantor's profile	
Details of guarantee	
Governing laws and court of jurisdiction	

3. [Foreign corporate bonds for secondary distribution (excluding short-term foreign bonds for secondary distribution)] (13)

Issue name	Total face value of foreign corporate bonds for secondary distribution or total amount of book-entry transfer foreign-issued bonds for secondary distribution (in Yen)	Total distribution value (in Yen)	Address and name of holder of foreign corporate bonds for secondary distribution

4. [Short-term foreign bonds for secondary distribution] (13)

Payment date	Total amount of book-entry transfer short-term foreign bonds for secondary distribution (in Yen)	Total distribution value (in Yen)	Address and name of holder of short-term foreign bonds for secondary distribution

5. [Conditions of foreign corporate bonds for secondary distribution] (14)

Distribution price (in Yen)	Period for subscription	Unit for subscription	Deposit for subscription (in Yen)	Place to accept applications	Address and name of person accepting entrustment of secondary distribution	Contents of entrustment agreement for secondary distribution

Part II [Trust property information]

Section 1. [Status of trust property]

1. [Overview]

- (1) [Outline of legal systems pertaining to trust property]
- (2) [Basic nature of trust property]
- (3) [History of trust property] (15)
- (4) [Trust property management system, etc.]
  - (i) [Affiliated corporation of trust property]
  - (ii) [Basic stance on investment (management and disposition) of trust property]
  - (iii) [Trust property management system]

2. [Outline of assets constituting trust property]

- (1) [Outline of legal systems pertaining to assets constituting trust property]
- (2) [Details of assets constituting trust property]
- (3) [Method for collection of assets constituting trust property]

3. [Structure of trust]

- (1) [Outline of trust]
  - (i) [Fundamental structure of trust]



- (ii) [Matters concerning investment (management and disposition) of trust property]
  - (iii) [Matters concerning obligations of settlor]
  - (iv) [Other]
- (2) [Beneficial interests]
- (3) [Rights of acquirer of foreign trust beneficiary certificates (foreign trust corporate bond certificates)]
- (4) [Outline of information disclosure] (16)
- 4. [Status of assets constituting trust property]
  - (1) [Status of investment (management) of assets constituting trust property]
  - (2) [Status of loss and delinquency]
  - (3) [Changes in earnings status]
- 5. [Investment risks]
- 6. [Financial documents] (17)
  - (1) [Balance sheets] (18)
  - (2) [Profit and loss statements] (19)
- 7. [Matters concerning securities holders]
  - (1) [Matters concerning listing, etc. of securities] (20)
  - (2) [Tax treatment] (21)
  - (3) [Treatment in regard to exchange control] (22)
  - (4) [Agent in Japan] (23)
  - (5) [Jurisdiction, etc.] (24)
- Section 2. [Outline of securities affairs]
- Section 3. [Other] (25)
- Part III. [Information on trustee, settlor, and affiliated corporation]
- Section 1. [Status of trustee]
  - 1. [Overview of trustee] (26)
  - 2. [Details of business and overview of operations]
  - 3. [Accounting status] (27)
  - 4. [Restraints on trade with interested persons] (28)
  - 5. [Outline of supervisory government agency] (29)
  - 6. [Other]
- Section 2. [Status of settlor] (30)
  - 1. [In case of company]
    - (1) [Overview of company]
    - (2) [Details of business and overview of operations]
    - (3) [Accounting status]
    - (4) [Restraints on trade with interested persons]
    - (5) [Outline of supervisory government agency] (29)
    - (6) [Other]
  - 2. [In case of entity other than company]
    - (1) [History of entity]
    - (2) [Purpose of entity and details of business]
    - (3) [Amount of investment, endowment, or similar funding made to entity]
    - (4) [Title, position, name, date of birth, and work history of officers]
    - (5) [Outline of supervisory government agency] (29)

- (6) [Other]
- 3. [In case of individual]
  - (1) [Date of birth]
  - (2) [Registered domicile]
  - (3) [Work history]
  - (4) [Whether or not order of commencing bankruptcy proceedings has been issued]

Section 3. [Overview of any other affiliated corporation]

- 1. [Name, amount of stated capital, and details of business]
- 2. [Outline of the relevant business]
- 3. [Capital relationship]
- 4. [Concurrent holding of positions by officers]
- 5. [Outline of supervisory government agency] (29)
- 6. [Other]

(Instructions on Preparation)

(1) General instructions

- a. The matters to be stated may accompany representation using figures, etc., if such representation helps investors easily understand the content. In this case, attention needs to be paid to prevent investors from being misled by such representation.
- b. If the regulated securities to which the notification relates are specified depository receipts or beneficiary certificates of regulated securities in trust (hereinafter collectively referred to as "specified depository receipts, etc." in b), for the specified depository receipts, etc., state the issue name, total issue value, issue price, interest rate, period for subscription, deposit for subscription, subscription handling office, payment date, details of rights, the methods and conditions for requesting the exercise of rights, method of settlement, and other conditions in "Part I. Information on securities," and for the matters related to credit rating (meaning the credit rating prescribed in Article 2, paragraph (34) of the Act; the same applies in (6)b), disclose relevant information in the same manner as under Instructions on Preparation (13)l of Form 2 of the Cabinet Office Order on Disclosure of Corporate Affairs and state the structure of credit rating in an easy-to-understand manner. In addition, state the details of regulated securities pertaining to the rights represented by the specified depository receipts, etc.

If there is information on any company that is judged to have a material impact on investment decisions (for example, a company which received the deposit or a trustee) with regard to the specified depository receipts, etc., disclose relevant information in the same manner as under Part III. "Section 2. Information on companies other than guarantor company" of Form 2 of the Cabinet Office Order on Disclosure of Corporate Affairs, by adding the item "Section 2-2. Information on any other material company" after Part III. "Section 2. Status of settlor" of this Form.

- c. These Instructions on Preparation merely provide general standards. If there is any unavoidable reason for not complying with these standards, state information differently while based on these instructions.
  - d. With regard to the matters to be stated in relation to monetary amounts, if amounts are denominated in non-Japanese currency, also specify the amounts converted into Japanese currency for major matters.
  - e. If an amount denominated in non-Japanese currency is converted into Japanese currency, set down in the notes the criteria of conversion used for the conversion.
  - f. When stating the name of a company or a person or the like, add a note of the name written in the original language.
  - g. When stating information in a securities registration statement, disclose relevant information in the same manner as under Instructions on Preparation of Form 6, except as otherwise provided in the following.
- (2) Title and name of representative person
- State the title and name of a person that has legitimate authority for the notification (in the case of submission of a securities registration statement in writing pursuant to Article 27-30-5, paragraph (1) of the Act, also the signature of the person that has legitimate authority is to be affixed below "Title and name of representative person").
- (3) Name of agent
- State the name of the person domiciled in Japan who is authorized to represent the relevant issuer for any and all acts related to the notification (hereinafter referred to as an "agent" in (3); if the agent is a corporation, the name of the corporation and its representative person) (in the case of submission of a securities registration statement in writing pursuant to Article 27-30-5, paragraph (1) of the Act, also the signature of the agent (if the agent is a corporation, the signature of its representative person) is to be affixed below "Name of agent").
- (4) Name of contact person
- State the name of the person domiciled in Japan who is appointed to receive orders or instructions from or who communicates with the Director-General of the Kanto Local Finance Bureau.
- (5) Amount of securities for public offering (secondary distribution) to which the notification relates
- a. State the total issue value or total distribution value for each public offering or secondary distribution of foreign trust beneficiary certificates (foreign trust corporate bond certificates) for which public offering or secondary distribution is to be conducted based on the notification.
  - b. If a securities registration statement is submitted by omitting the "Issue price" or "Distribution price," state the total amount of these estimated as of the submission date of the securities registration statement and set down such fact in the notes.
- (6) Legal form, etc. of foreign trust beneficiary certificates
- a. State whether the certificates are in registered form or bearer form, and whether they are par-value or non par-value certificates.

b. In relation to the foreign trust beneficiary certificates to which the notification relates, if any credit rating has been or will be provided or made available for inspection by a credit rating agency (meaning the credit rating agency prescribed in Article 2, paragraph (36) of the Act; hereinafter the same applies in b) in response to a request from the issuer, state the following matters. If there are two or more credit ratings, state the following matters for all of such ratings.

(a) Grades pertaining to the credit rating, the trade name or name of the credit rating agency and any other matters to identify the credit rating, as well as an explanation on the assumption and limitation concerning the credit rating according to the category of the subject-matter of the credit rating

(b) The method for obtaining information related to the matters set forth in Article 313, paragraph (3), item (iii), (a) through (k) of the Cabinet Office Order on Financial Instruments Business publicized, pursuant to that item, by a credit rating agency in relation to the foreign trust beneficiary certificates to which the notification relates, during the period for subscription of the foreign trust beneficiary certificates to which the notification relates

In relation to the foreign trust beneficiary certificates to which the notification relates, if no credit rating has been or will be provided or made available for inspection by a credit rating agency in response to a request from the issuer, state such fact.

(7) Total issue (distribution) value

If a securities registration statement is submitted by omitting the "Issue price" or "Distribution price," state the total amount of these estimated as of the submission date of the securities registration statement and set down such fact in the notes.

(8) Issue (distribution) price

If a securities registration statement is submitted by omitting the "Issue price" or "Distribution price," set down in the notes the expected date of determination of the price and the specific method of determination.

(9) Outline of underwriting, etc.

State an outline of the contents, etc. of wholesale underwriting contracts, entrustment agreements for secondary distribution, etc. In this case, include information on wholesale underwriting contracts and entrustment agreements for secondary distribution that are planned to be concluded, and set down in the notes the expected date of determination of these matters.

(10) Other

a. State the method of subscription, interest on deposit for subscription, transfer of deposit for subscription to the trust property, and other matters necessary in relation to subscription, etc.

b. If, at the same time as the public offering or the secondary distribution, foreign trust beneficiary certificates to which the notification relates are to be issued in areas outside of Japan, state the volume of issuance, total issue value, etc. thereof.

(11) Newly issued foreign corporate bonds (excluding short-term foreign bonds)

Disclose relevant information in the same manner as under Instructions on Preparation (15) of Form 7 of the Cabinet Office Order on Disclosure of Corporate Affairs.

(12) Newly issued short-term foreign bonds

Disclose relevant information in the same manner as under Instructions on Preparation (17) of Form 7 of the Cabinet Office Order on Disclosure of Corporate Affairs.

(13) Foreign corporate bonds for secondary distribution

Disclose relevant information in the same manner as under Instructions on Preparation (23) of Form 7 of the Cabinet Office Order on Disclosure of Corporate Affairs.

(14) Conditions of foreign corporate bonds for secondary distribution

Disclose relevant information in the same manner as under Instructions on Preparation (24) of Form 7 of the Cabinet Office Order on Disclosure of Corporate Affairs.

(15) History of trust property

State the major changes in the trust property, such as the background of establishment, changes in basic nature, and listing of the foreign trust beneficiary certificates (foreign trust corporate bond certificates) to which the notification relates on a financial instruments exchange, etc.

(16) Outline of information disclosure

State the content, method, frequency, etc. of disclosure (including public notice) to the supervisory government agency and beneficiaries in the country where the trust pertaining to the foreign trust beneficiary certificates (foreign trust corporate bond certificates) to which the notification relates has been established and operated and of the information disclosure specified in the issuing guidelines for the certificates, etc.

(17) Financial documents

a. For financial documents, if the company receives an audit certification from a certified public accountant or auditing firm, or a certification which is deemed equivalent to an audit certification from a foreign auditing firm, etc. (meaning the foreign audit firm, etc. prescribed in Article 1-3, paragraph (7) of the Certified Public Accountants Act; the same applies in (27)b), state such fact, and attach to the relevant financial documents an audit report (meaning the audit report prescribed in Article 3, paragraph (1) of the Cabinet Office Order on Audit Certification of Financial Statements; hereinafter the same applies in a and (27)b) pertaining to the audit certification or a document (including a Japanese translation thereof; the same applies in (27)b) equivalent to an audit report pertaining to a certification which is deemed equivalent to the audit certification.

b. If the company has any unavoidable reason for not complying with the following Instructions on Preparation and states relevant information differently while based on these instructions, state such fact, the reason, and the details thereof.

- c. If the company changed the accounting period or account titles, etc. during the latest two accounting periods (the accounting period means the period specified in Article 23; the same applies in (18) and (19)a), state such fact, the reason, and the details thereof.
- d. State which of the provisions of the main clause of Article 131, paragraph (5) or the proviso to that paragraph of the Regulation on Financial Statements apply to the financial documents.

(18) Balance sheets

State the balance sheets for the latest two accounting periods (the latest accounting period in the case where the balance sheet contains any information equivalent to the comparative information prescribed in Article 6 of the Regulation on Financial Statements; the same applies in (19)a).

(19) Profit and loss statements

- a. State the profit and loss statements for the latest two accounting periods.
- b. Among the amounts stated, in the case of indicating an amount of loss, additionally indicate the  $\Delta$  mark.

(20) Matters concerning listing, etc. of securities

If the foreign trust beneficiary certificates (foreign trust corporate bond certificates) to which the notification relates are listed on a financial instruments exchange or if a specific financial institution or financial instruments business operator, etc. has priced the securities, state the name of the financial instruments exchange or the financial institution or financial instruments business operator, etc., and the method, frequency, and place of announcement of the trading value.

(21) Tax treatment

State the tax treatment of interests, proceeds from sales, etc.

(22) Treatment in regard to exchange control

State the treatment of remittance of interest, redemption, sales proceeds, etc. in terms of exchange control.

(23) Agent in Japan

State whether there is a person domiciled in Japan who is authorized to represent the issuer of the foreign trust beneficiary certificates (foreign trust corporate bond certificates) to which the notification relates for acts in or out of court, and if there is such person, the person's name, address, details of the authority, and relationship with the agent for notification (meaning a person who has the authority to represent the issuer pursuant to Article 9, paragraph (1)).

(24) Jurisdiction, etc.

With regard to lawsuits related to the foreign trust beneficiary certificates (foreign trust corporate bond certificates) to which the notification relates, state the name and location of the court that has jurisdiction and the procedure for execution of judgment, etc.

(25) Other

- a. If there are photographs, drawings, and other matters to be specifically contained in the prospectus pertaining to the public offering or the secondary distribution, state such fact and the part of the prospectus referring to these.

- b. State the form of the foreign trust beneficiary certificates (foreign trust corporate bond certificates) to which the notification relates and details of the matters to be stated on the face of the certificates.

(26) Overview of trustee

- a. State the amount of stated capital of the trustee and the total number of shares to be issued by and the total number of issued shares of the trustee as of the latest date from the submission date of the securities registration statement.

Also state the increase or decrease in the amount of stated capital over the latest five years.

- b. State information on the organizational structure of the trustee. In addition, state in particular detail the organizational structure for decision-making on investment, if the trustee engages in investment of trust property.

(27) Accounting status

- a. State information on financial documents for the trustee's latest two business years (the latest business year in the case where the financial documents contain any information equivalent to the comparative information prescribed in Article 6 of the Regulation on Financial Statements).
- b. For financial documents, if the company receives an audit certification from a certified public accountant or auditing firm, or a certification which is deemed equivalent to an audit certification from a foreign auditing firm, etc., state such fact, and attach to the relevant financial documents an audit report pertaining to the audit certification or a document equivalent to an audit report pertaining to a certification which is deemed equivalent to the audit certification.
- c. State which of the provisions of the main clause of Article 131, paragraph (5) or the proviso to that paragraph of the Regulation on Financial Statements apply to the financial documents.
- d. If the trustee is a continuous disclosure company (meaning the continuous disclosure company prescribed in Article 1, item (xxviii) of the Cabinet Office Order on Disclosure of Corporate Affairs), state information on the trustee's latest annual securities report (meaning the annual securities report prescribed in item (xviii) of that Article) and its attached documents already submitted as of the submission date of the securities registration statement and the quarterly securities report (meaning the quarterly securities report prescribed in item (xviii)-5 of that Article; hereinafter the same applies in d) (if there are two or more quarterly securities reports, the latest one) or the semiannual securities report (meaning the semiannual securities report prescribed in item (xix) of that Article) submitted after the submission date of the security registration statement and their amendment reports in the same manner as under "Part III. Information on guarantor company, etc. of reporting company," "Section 1. Information on guarantor company," "2. Matters related to guarantor company which is a company subject to continuous disclosure" of Form 2 of that Cabinet Office Order, in lieu of the statements under a and c and attachment of the document prescribed in b.

(28) Restraints on trade with interested persons

State whether there are restraints on trade with directors or major shareholders of the trustee and affiliated companies, and if there is any restraint, the grounds therefor and the details thereof.

(29) Outline of supervisory government agency

State the name of the supervisory government agency and the major details of supervision.

(30) Status of settlor

If the settlor is a company, disclose relevant information in the same manner as under (26) to (28). If the settlor does not become an issuer, this is not required to be stated.

(31) Replacement of terms

If the reporting entity is an issuer of foreign trust beneficial interests, state information by replacing the term "foreign trust beneficiary certificates" in this Form with "foreign trust beneficial interests." In this case, state that (25)b in this Form is not applicable.

(32) Information on reorganization (tender offer bid)

In the case of conducting procedures relating to securities issuance for reorganization or procedures relating to securities delivery for reorganization with regard to foreign trust beneficiary certificates (foreign trust corporate bond certificates) or in the case of delivering foreign trust beneficiary certificates (foreign trust corporate bond certificates) as the consideration for purchase, etc. (meaning the purchase, etc. prescribed in Article 27-2, paragraph (1) of the Act) in a tender offer (meaning the tender offer prescribed in Article 27-3, paragraph (1) of the Act) and submitting this securities registration statement at the same time as the submission of the tender offer statement for the tender offer pursuant to Article 27-4, paragraph (1) of the Act, disclose relevant information in the same manner as under Instructions on Preparation (1) through (9) of Form 2-6 of the Cabinet Office Order on Disclosure of Corporate Affairs by adding the item "Information on reorganization (tender offer bid)" after "Part I. Information on securities."



Form 6-2-2

[Cover page]

[Document to be submitted]

Foreign company statement

[Authority to which this document is to be submitted]

Director-General of the Kanto Local  
Finance Bureau

[Submission date]

[Issuer (trustee) name]

[Title and name of representative person]

[Location of head office]

[Name of agent]

[Address or location of agent]

[Name of contact person]

[Contact address]

[Telephone number]

[Issuer (settlor) name]

[Title and name of representative person]

[Address or location of head office]

[Name of agent]

[Address or location of agent]

[Name of contact person]

[Contact address]

[Telephone number]

[Name of securities for public offering (secondary distribution) to which the  
notification relates]

[Amount of securities for public offering (secondary distribution) to which the  
notification relates]

[Place for public inspection]

Name:  
(Location)

[Information on securities] (2)

(Instructions on Preparation)

(1) General instructions

Disclose relevant information in the same manner as information stated in  
the form to be used for the submission in Japanese language.

(2) Information on securities

Disclose relevant information in the same manner as in Form 6-2.

Form 6-5

[Cover page]

[Document to be submitted]

Securities registration statement

[Authority to which this document is to be submitted]

Director-General of the Kanto Local  
Finance Bureau

[Submission date]

[Issuer name] (2)

[Title and name of representative person] (3)

[Location of principal office]

[Name of contact person]

[Telephone number]

[Name of partnership, etc. pertaining to domestic rights in securities investment business, etc. for public offering (secondary distribution) to which the notification relates]

[Amount of domestic rights in securities investment business, etc. for public offering (secondary distribution) to which the notification relates] (4)

[Place for public inspection]

Name:

(Location)

Part I [Information on securities]

(1) [Name of partnership, etc.]

(2) [Legal form, etc. of domestic rights in securities investment business, etc.]

(5)

(3) [Volume of issuance (distribution)] (6)

(4) [Total issue (distribution) value] (7)

(5) [Issue (distribution) price] (8)

(6) [Subscription fees] (9)

(7) [Unit for subscription]

(8) [Period for subscription]

(9) [Deposit for subscription]

(10) [Subscription handling office] (10)

(11) [Payment date]

(12) [Place to handle payment] (11)

(13) [Use of proceeds] (12)

(14) [Other] (13)

Part II. [Issuer information]

Section 1. [Status of partnership, etc.]

1. [Overview of partnership, etc.]

(1) [Transition of major management indicators, etc.] (14)

(2) [Purpose and basic nature of partnership, etc.] (15)

(3) [History of partnership, etc.] (16)

(4) [Structure of partnership, etc.] (17)

(5) [Organizational structure of partnership, etc.] (18)

(6) [Total amount of investment in partnership, etc.] (19)

(7) [Other] (20)

2. [Investment policy]
    - (1) [Investment policy] (21)
    - (2) [Investment targets] (22)
    - (3) [Investment management system] (23)
    - (4) [Distribution policy] (24)
    - (5) [Investment restrictions] (25)
  3. [Investment risks] (26)
  4. [Fees, etc. and taxes] (27)
    - (1) [Subscription fees] (28)
    - (2) [Refund fees] (29)
    - (3) [Management fees, etc.] (30)
    - (4) [Other fees, etc.] (31)
    - (5) [Tax treatment] (32)
  5. [Investment management status]
    - (1) [Investment status] (33)
    - (2) [Investment performance] (34)
      - (i) [Transition of net assets, etc.] (35)
      - (ii) [Transition of dividends] (36)
      - (iii) [Transition of rate of return on equity (earnings ratio)] (37)
    - (3) [Record of sale and refund] (38)
  6. [Management and operation]
    - (1) [Outline of collateralized assets, etc.]
      - (i) [Valuation of assets] (39)
      - (ii) [Subscription (sales) procedure, etc.] (40)
      - (iii) [Refund procedure, etc.] (41)
      - (iv) [Duration] (42)
      - (v) [Business year] (43)
      - (vi) [Other] (44)
    - (2) [Restraints on trade with interested persons] (45)
    - (3) [Rights of equity holders, etc.] (46)
- Section 2. [Status of affiliated corporations]
1. [Overview of asset management company]
    - (1) [Name, amount of stated capital, and details of business] (47)
    - (2) [Investment management system] (48)
    - (3) [Information on major shareholders] (49)
    - (4) [Company's officers] (50)
    - (5) [Details of business and overview of operations] (51)
  2. [Overview of any other affiliated corporations]
    - (1) [Name, amount of stated capital, and details of business] (52)
    - (2) [Outline of the relevant business] (53)
    - (3) [Capital relationship] (54)
- Section 3. [Accounting status of partnership, etc.] (55)
1. [Financial statements]
    - (1) [Balance sheets] (56)
    - (2) [Profit and loss statements] (57)
  2. [Current status of partnership, etc.] (58)

- (1) [Statement of net assets] Reference date:
  - I. Total amount of assets
  - II. Total amount of liabilities
  - III. Total amount of net assets (I - II)
  - IV. Number of investment units issued
  - V. Amount of net assets per unit (III/IV)
- (2) [Major components of investment securities] (59)
- (3) [Other major investment assets] (60)

Section 4. [Other] (61)

Section 5. [Outline of affairs concerning domestic rights in securities investment business, etc.] (62)

(Instructions on Preparation)

(1) General instructions

- a. When stating information in a securities registration statement, state it in an easy-to-understand manner so as to help investors easily understand the content.

In addition, a securities registration statement must not contain a representation that is likely to mislead investors by, for example, exaggerating a part of the characteristics of the system or extracting a part of investment performance.

- b. The matters to be stated may be explained using figures, etc. so as to help investors easily understand the content. In this case, the matters to be stated need to be represented in an unambiguous way by using figures, etc., and attention needs to be paid to prevent investors from being misled by figures, etc.
- c. These Instructions on Preparation merely provide general standards. If there is any unavoidable reason for not complying with these standards, state information differently while based on these instructions.
- d. In addition to the matters required to be stated pursuant to the following provisions, the matters related to each item to be stated in the securities registration statement may be disclosed.
- e. In the case of submitting the securities registration statement together with an annual securities report, semiannual securities report, extraordinary report, or their amendment report (hereinafter referred to as "ongoing disclosure documents" in e) concerning the status of the partnership, etc. pertaining to the domestic rights in securities investment business, etc. for which public offering or secondary distribution is to be conducted by submitting the securities registration statement, if the contents of any matters to be stated in the securities registration statement overlap with matters stated in the ongoing disclosure documents, those matters are deemed to have been stated in the securities registration statement by indicating therein the parts of the ongoing disclosure documents where those matters are stated.

In this case, attach the ongoing disclosure documents to the securities registration statement, and state such fact in an easy-to-understand manner

on the front page or in some other conspicuous place of the securities registration statement.

- f. The term "partnership, etc." as used in this Form means a partnership established based on a partnership contract as prescribed in Article 667, paragraph (1) of the Civil Code, a silent partnership established based on a silent partnership agreement as prescribed in Article 535 of the Commercial Code, an investment limited partnership as prescribed in Article 2, paragraph (2) of the Limited Partnership Act for Investment, a limited liability partnership as prescribed in Article 2 of the Limited Liability Partnership Act, an incorporated association, or any other entity that conducts invested business (meaning the invested business prescribed in Article 2, paragraph (2), item (v) of the Act) (excluding an entity under laws and regulations of a foreign state).
- g. If the reporting entity is an issuer of the rights set forth in Article 2, paragraph (2), item (iii) of the Act that are deemed to be securities pursuant to that paragraph, state information by replacing the terms "partnership, etc." and "contract or bylaws" with "company" and "articles of incorporation," respectively.

(2) Issuer name

If two or more persons jointly issue the securities, state the name of each person.

(3) Title and name of representative person

- a. State the title and name of a person that has legitimate authority for the notification (in the case of submission of a securities registration statement in writing pursuant to Article 27-30-5, paragraph (1) of the Act, also the seal of the representative person is to be affixed).
- b. In the case of forming a partnership, etc., state the names of all parties thereto.

(4) Amount of domestic rights in securities investment business, etc. for public offering (secondary distribution) to which the notification relates

- a. State the total issue value or the total distribution value for each public offering or secondary distribution that is to be conducted based on the notification.
- b. If the securities registration statement is submitted by omitting the "Issue price" or "Distribution price," state the total amount of these estimated as of the submission date of the securities registration statement and set down such fact in the notes.

(5) Legal form, etc. of domestic rights in securities investment business, etc.

- a. State the legal form (such as whether the partnership, etc. is a partnership as prescribed in the Civil Code, silent partnership, investment limited partnership, limited liability partnership, incorporated association, general partnership company, limited partnership company, or limited liability company) of domestic rights in securities investment business, etc. for which public offering or secondary distribution is to be conducted based on the notification.

b. In relation to the domestic rights in securities investment business, etc. to which the notification relates, if any credit rating (meaning the credit rating prescribed in Article 2, paragraph (34) of the Act; hereinafter the same applies in b) has been or will be provided or made available for inspection by a credit rating agency (meaning the credit rating agency prescribed in paragraph (36) of that Article; hereinafter the same applies in b) in response to a request from the partnership, etc., state the following matters. If there are two or more credit ratings, state the following matters for all of such ratings.

(a) Grades pertaining to the credit rating, the trade name or name of the credit rating agency, and any other matters to identify the credit rating, as well as an explanation on the assumption and limitation concerning the credit rating according to the category of the subject-matter of the credit rating.

(b) The method for obtaining information related to the matters set forth in Article 313, paragraph (3), item (iii), (a) through (k) of the Cabinet Office Order on Financial Instruments Business publicized, pursuant to that item, by a credit rating agency in relation to the domestic rights in securities investment business, etc. to which the notification relates, during the period for subscription of the domestic rights in securities investment business, etc. to which the notification relates.

In relation to the domestic rights in securities investment business, etc. to which the notification relates, if no credit rating has been or will be provided or made available for inspection by a credit rating agency in response to a request from the partnership, etc., state such fact.

(6) Volume of issuance (distribution)

State the volume of issuance or the volume of distribution for each public offering or secondary distribution of domestic rights in securities investment business, etc. for which public offering or secondary distribution is to be conducted based on the notification.

(7) Total issue (distribution) value

a. State the total issue value or total distribution value for each public offering or secondary distribution of domestic rights in securities investment business, etc. for which public offering or secondary distribution is to be conducted based on the notification.

b. If the securities registration statement is submitted by omitting the "Issue price" or "Distribution price," state the total amount of these estimated as of the submission date of the securities registration statement and set down such fact in the notes.

(8) Issue (distribution) price

If the securities registration statement is submitted by omitting the "Issue price" or "Distribution price," set down in the notes the expected date of determination of the price and the specific method of determination.

(9) Subscription fees

When stating the fees, state only the maximum amount or rate of the fee and also state that the written amount or rate of the fee is the maximum amount or

rate. In addition, specifically state the method by which investors may make an inquiry as to the specific amount or rate of the fee and necessary matters concerning the inquiry (for example, the name, telephone number, website URL, and other information concerning the party with whom the inquiry is to be made; hereinafter the same applies in this Form).

(10) Subscription handling office

When stating the subscription handling office, it is allowable to only state the method by which investors may make an inquiry as to the subscription handling office and necessary matters concerning the inquiry in lieu of a statement of a specific subscription handling office.

(11) Place to handle payment

When stating the place to handle payment, it is allowable to only state the method by which investors may make an inquiry as to the place to handle payment and necessary matters concerning the inquiry in lieu of a statement of a specific place to handle payment.

(12) Use of proceeds

Specifically state the details and amounts with regard to the use of proceeds from new issuance.

(13) Other

- a. State an outline of the contents, etc. of wholesale underwriting contracts, entrustment agreements for secondary distribution, etc. In this case, include information on wholesale underwriting contracts and entrustment agreements for secondary distribution that are planned to be concluded, and set down in the notes the expected date of determination of these matters.
- a. State the method of subscription, interest on deposit for subscription, transfer of deposit for subscription to the partnership, etc., and other matters necessary in relation to subscription, etc.
- c. If, at the same time as the public offering or the secondary distribution, domestic rights in securities investment business, etc. to which the notification relates are to be issued in areas outside of Japan, state the volume of issuance, total issue value, etc. thereof.

(14) Transition of major management indicators, etc.

State the transitions of the following major management indicators, etc. of the partnership, etc. for the latest five business years:

- (a) Operating revenues
- (b) Amount of ordinary profit or amount of ordinary loss
- (c) Amount of net income for the current period or net loss for the current period
- (d) Total amount of equity in investment
- (e) Total number of units of issued equity in investment
- (f) Amount of net assets
- (g) Total amount of assets
- (h) Amount of net assets per unit
- (i) Amount of net income for the current period per unit or amount of net loss for the current period per unit
- (j) Total amount of dividends

- (k) Amount of dividends per unit (indicate the amounts separately for dividends of surplus and refund of investment)
  - (l) Capital adequacy ratio (meaning the ratio obtained by deducting, from the amount of net assets, the amount of share options under Article 68, paragraph (1) of the Regulation on Financial Statements, and dividing it by the total amount of assets)
  - (m) Rate of return on equity (meaning the ratio obtained by deducting, from the amount of net assets, the amount of share options under Article 68, paragraph (1) of the Regulation on Financial Statements, and dividing the amount of net income for the current period by the derived amount; the same applies in (37))
- (15) Purpose and basic nature of partnership, etc.
- a. Specifically state the purpose and basic nature of the partnership, etc. stated in a contract or bylaws (including equivalents thereto; hereinafter the same applies in this Form).
  - b. State the characteristics of the partnership, etc. in a specific and easy-to-understand manner.
- (16) History of partnership, etc.
- State the major changes in the partnership, etc., such as the background of formation, change of name, merger, changes in basic nature, etc.
- (17) Structure of partnership, etc.
- a. State the structure of the partnership, etc. in an easy-to-understand manner by using figures, etc.
  - b. State in an easy-to-understand manner the names of the partnership, etc. and its affiliated corporations (meaning an entity that manages assets (hereinafter referred to as an "asset management company" in this Form) or investment advisory company, asset custody company, administrative agent, managing company of the partnership, and sales company, etc.; hereinafter the same applies in this Form), their roles in operation, and details of the relevant business (including outlines of agreements, etc. concluded between the partnership, etc. and the affiliated corporations).
- (18) Organizational structure of partnership, etc.
- State in a specific and easy-to-understand manner the organizational structure of the partnership, etc. (the organization; internal rules concerning the investment management system; organization, personnel, and procedure for supervising internal control and decision-making concerning execution of business of the partnership, etc.; as well as mutual coordination among them, etc.; and the system of the partnership, etc. for managing its affiliated corporations).
- In addition, state in particular detail the organizational structure for decision-making on investment.
- (19) Total amount of investment in partnership, etc.
- State the total amount of investment in the partnership, etc., the total number of units of equity in investment to be issued by the partnership, etc., and the total number of units of issued equity in investment as of the latest date from the submission date of the securities registration statement.



Also state the increase or decrease in the total amount of equity in investment and the total number of units of issued equity in investment over the latest five years.

(20) Other

- a. State important matters such as any changes in a contract or bylaws, transfer or acquisition of business, and status of investment.
- b. If there are lawsuits or other facts that are expected to have a material impact on the partnership, etc., state details of the lawsuit or facts.

(21) Investment policy

State the basic stance on investment management of the partnership, etc. (for example, the investment stance, investment policy, type of investment, policy on portfolio selection, etc.) in a specific and easy-to-understand manner.

(22) Investment targets

- a. Specifically state the type, details, etc. of assets that are investment targets.
- b. State the investment criteria, and if there are investment plans by type of assets, area, business type, etc., state their ratios, etc.

(23) Investment management system

State information on the investment management system of the partnership, etc. (the organization and internal rules, etc. concerning the investment management system) in a specific and easy-to-understand manner.

(24) Distribution policy

State the distribution policy prescribed in a contract or bylaws.

(25) Investment restrictions

- a. State the grounds for and details of investment restrictions specified in laws, regulations, a contract, or bylaws.
- b. State whether there are restrictions on underwriting of securities, margin transactions, borrowings, concentrated investment, or investment in other funds, and if there is any restriction, state the grounds therefor and details thereof.

(26) Investment risks

- a. State information on the investment-related risk characteristics in a specific and easy-to-understand manner.

In addition, state the matters which may have a material impact on the decision of investors concerning investment risks in a collective and easy-to-understand manner.

- b. State the system for managing investment risks in a specific and easy-to-understand manner.

(27) Fees, etc. and taxes

When stating the expenses to be borne directly or indirectly by investors throughout the process from subscription to refund (excluding taxes; hereinafter referred to as "fees, etc." in (27) and (31)), state only the maximum amount or rate of the fees, etc. and also state that the written amount or rate of the fees, etc. is the maximum amount or rate. In addition, specifically state the method by which investors may make an inquiry as to the specific amount or rate of the fees, etc. and necessary matters concerning the inquiry.

(28) Subscription fees

With regard to fees for subscription, state the amount or rate of the fees and their collection method and timing.

(29) Refund fees

With regard to fees for refund, state the amount or rate of the fees and their collection method and timing.

(30) Management fees, etc.

State the amount or rate of remunerations and fees paid by the partnership, etc., and for major remunerations and fees, state the calculation method, amount or rate of payment, and payment method and timing, for each payment recipient.

(31) Other fees, etc.

If there are fees, etc. related to the domestic rights in securities investment business, etc. other than those set forth in (28) through (30), state the amount or rate of those fees, etc. and their collection method and timing.

(32) Tax treatment

State the tax treatment of dividends, cancellation payment, etc. in an easy-to-understand manner.

(33) Investment status

- a. State the status as of the latest date from the submission date of the securities registration statement.
- b. In the case of investment assets, state the price (in the case of securities, the market price; in the case of real property, the price as appraised by the appraisal method or standard specified in a contract or bylaws, or appraised and estimated value, posted price, road ratings, published selling price, or other price deemed to be fair according thereto (also state the appraisal method, etc.); and in the case of assets other than securities and real property (hereinafter referred to as "other assets" in (33) and (60)a), the market price or appraised value (also state the appraisal method, etc.)) and investment ratio (meaning the ratio of the price of the assets to the total amount of net assets of the partnership, etc.; the same applies in (59)b, and (60)) for each type of assets (in the case of securities, the type of securities; in the case of real property, the use, etc.; and in the case of other assets, the categorization based on the specific details, etc.) and for each area (in the case of securities, for each place of issuance or each area of the financial instruments exchange on which the securities are listed, etc. (meaning each country or an equivalent area category); in the case of real property, for each area of the location of property; and in the case of other assets, for each area of the location of the counterparty to transactions of the assets, such as the exchange at which the assets are traded, or area categorized by a method equivalent thereto).
- c. State the total amount of liabilities and the ratio of the total amount of liabilities to the total amount of assets as well as the total amount of net assets and the ratio of the total amount of net assets to the total amount of assets.

(34) Investment performance

When stating information on investment performance, state it in an easy-to-understand manner by using figures, etc.

(35) Transition of net assets, etc.

State the total amount of assets, total amount of net assets, and the amount of net assets per unit of domestic rights in securities investment business, etc. of the partnership, etc. as of the latest date from the submission date of the securities registration statement, the end of each month within one year before that date, and the end of each business year over the latest ten business years. In this case, if dividends are distributed at the end of each month or at the end of each business year, state the cum-dividend and ex-dividend amounts. If amounts as of the end of each month cannot be stated due to an unavoidable reason, state such fact and the reason therefor.

(36) Transition of dividends

State the total amount of dividends and the amount of dividends per unit of domestic rights in securities investment business, etc. for each business year over the latest ten business years from the submission date of the securities registration statement.

(37) Transition of rate of return on equity (earnings ratio)

State the rate of return on equity or the earnings ratio (meaning the rate obtained by subtracting, from the amount of net assets per unit of domestic rights in securities investment business, etc. (cum-dividend amount) as of the end of a business year, the amount of net assets per unit of domestic rights in securities investment business, etc. (ex-dividend amount) as of the end of the business year immediately preceding that business year, dividing it by the amount of net assets per unit of the domestic rights in securities investment business, etc. (ex-dividend amount), and multiplying it by 100) for each business year over the latest ten business years from the submission date of the securities registration statement.

(38) Record of sale and refund

State the sales quantity and refund quantity (if there is a record of sale or refund outside of Japan, state that sales quantity and refund quantity as figures included in the main figures) for each business year over the latest ten business years from the submission date of the securities registration statement.

(39) Valuation of assets

With regard to the amount of net assets per unit of domestic rights in securities investment business, etc., state the method of calculation (including valuation of assets such as securities and real property) and frequency of calculation thereof, the method by which investors may make an inquiry, and necessary matters concerning the inquiry.

(40) Subscription (sales) procedure, etc.

- a. With regard to subscription to domestic rights in securities investment business, etc., state the procedure thereof and the transfer method, etc.
- b. With regard to combined sale with other products such as a life insurance contract, and other sale accompanied by a special service, state the contents thereof in detail.

- c. If the selling price per unit of domestic rights in securities investment business, etc. differs from the amount of net assets per unit of domestic rights in securities investment business, etc., state the method and frequency of calculation of the selling price, the method by which investors may make an inquiry, and necessary matters concerning the inquiry.
- (41) Refund procedure, etc.
  - a. With regard to refund of domestic rights in securities investment business, etc., state the procedure thereof and the transfer method, etc.
  - b. With regard to the cash conversion price per unit of domestic rights in securities investment business, etc., state the method and frequency of calculation thereof, the method by which investors may make an inquiry, and necessary matters concerning the inquiry.
- (42) Duration
  - State the duration of the partnership, etc.
- (43) Business year
  - State the business year of the partnership, etc.
- (44) Other
  - a. State information on restrictions on an increase or decrease in the amount of investment, the conditions for dissolution or redemption, etc.
  - b. State procedures for making changes to a contract or bylaws, for renewing a contract with an affiliated corporation, or the like, matters concerning the disclosure method in the case of making changes, and other important matters.
- (45) Restraints on trade with interested persons
  - State whether there are restraints on trade with directors or major shareholders of the partnership, etc. and affiliated companies, and if there is any restraint, the grounds therefor and the details thereof.
- (46) Rights of equity holders, etc.
  - State contents of rights (including the time of occurrence and time of lapse of the right) such as rights relating to general meetings of equity holders, etc. (meaning equity holders (meaning the equity holders prescribed in Article 2, paragraph (2), item (v) of the Act) or members of a general partnership company, limited partnership company, or limited liability company; the same applies in (62)b), the right to receive dividends or interests, the right to receive redemption, and the right to request refund of domestic rights in securities investment business, etc., and the procedure for exercising the rights.
- (47) Name, amount of stated capital, and details of business
  - With regard to the amount of stated capital, only state the amount as of the latest date from the submission date of the securities registration statement.
- (48) Investment management system
  - State information on the investment management system of the asset management company in a specific and easy-to-understand manner.
  - In addition, state in particular detail the organizational structure for decision-making on investment.
- (49) Information on major shareholders

With regard to the shareholders of the asset management company as of the latest date from the submission date of the securities registration statement (about five shareholders holding the largest number of shares in descending order), state each shareholder's name, address (if a major shareholder is an individual, for stating the address, it is sufficient to state it to the municipality level (meaning the municipality prescribed in Article 21, paragraph (2) of the Cabinet Office Order on Disclosure of Corporate Affairs)), number of shares held, and the ratio of the number of shares held to the number of issued shares. When stating information on the status of major investors, exclude the number of treasury shares from the number of shares held and the number of issued shares.

(50) Company's officers

State the name, title, brief biographical outline of major points in the career, and number of shares held for each officer of the asset management company as of the submission date of the securities registration statement.

(51) Details of business and overview of operations

If the asset management company invests assets pertaining to multiple partnerships, etc., state the name, basic nature, date of formation, and amount of net assets (the total amount and the amount per unit of domestic rights in securities investment business, etc.) as of the latest date from the submission date of the securities registration statement for all of the partnerships, etc. If it is not possible to disclose information on all partnerships, etc. due to any unavoidable reason, state such fact and disclose information on major partnerships, etc.

(52) Name, amount of stated capital, and details of business

With regard to the amount of stated capital, only state the amount as of the latest date from the submission date of the securities registration statement.

(53) Outline of the relevant business

State details of the relevant business concerning operation, and if the company concurrently engages in another business, an outline thereof.

(54) Capital relationship

State the capital relationship between the partnership, etc. and other affiliated corporations.

(55) Accounting status of partnership, etc.

a. For financial statements or interim financial statements (meaning the interim financial statements prescribed in Article 1 of the Regulation on Terminology, Forms, and Preparation Methods of Interim Financial Statements (referred to as the "Regulation on Interim Financial Statements" in (56) and (57)a); hereinafter the same applies in a), if the partnership, etc. receives an audit certification from a certified public accountant or auditing firm, state such fact, and attach to the relevant financial statements or interim financial statements an audit report (meaning the audit report prescribed in Article 3 of the Cabinet Office Order on Audit Certification of Financial Statements; hereinafter the same applies in a) pertaining to the audit certification.

With regard to financial statements and interim financial statements that have the same contents as financial statements and interim financial statements included in a securities registration statement, annual securities report, or semiannual securities report previously submitted pursuant to Article 5, paragraph (1) of the Act as applied mutatis mutandis pursuant to paragraph (5) of that Article, Article 24, paragraph (1) of the Act as applied mutatis mutandis pursuant to paragraph (5) of that Article, or Article 24-5, paragraph (1) of the Act as applied mutatis mutandis pursuant to paragraph (3) of that Article, and for which new audit certification has not been received, the audit report on the already submitted financial statements and interim financial statements are to be used.

- b. If the partnership, etc. has any unavoidable reason for not complying with the following Instructions on Preparation and states relevant information differently while based on these instructions, state such fact, the reason, and the details thereof.
- c. If the partnership, etc. changed the accounting period or account titles, etc. during the latest two business years, state such fact, the reason, and the details thereof.

(56) Balance sheets

State the balance sheet for the latest business year. However, in the case of submitting the securities registration statement on or after the day on which nine months have elapsed from the first day of the business year following the latest business year, also state the interim balance sheet (meaning the balance sheet as of the day on which six months have elapsed from the first day of a business year (referred to as the "interim balance sheet date" in (57)a), and excluding the comparative information prescribed in Article 3-2 of the Regulation on Interim Financial Statements; the same applies in (57)a) for that business year.

(57) Profit and loss statements

- a. State the profit and loss statement for the latest business year. However, in the case of having stated an interim balance sheet, also state the interim profit and loss statement (meaning the profit and loss statement for the period from the first day of a business year to the interim balance sheet date of that business year, and excluding the comparative information prescribed in Article 3-2 of the Regulation on Interim Financial Statements) for the business year to which the interim balance sheet pertains.
- b. Among the amounts stated, in the case of indicating an amount of loss, additionally indicate the  $\triangle$  mark.

(58) Current status of partnership, etc.

State the status as of the latest reference date from the submission date of the securities registration statement.

(59) Major components of investment securities

- a. State information on the 30 issues of investment securities (meaning securities that are investment assets; hereinafter the same applies in (59)) with the highest appraisal values.

- b. Categorize investment securities by area based on the place of issuance or the financial instruments exchange on which the securities are listed, etc., and state the type of investment securities as well as, for each issue, the issue name, business type (limited to the case of shares), quantity, amount (book value, market value, and the respective unit prices), interest rate, due date for redemption (limited to the case of bond certificates (including the rights to be indicated by bond certificates in the case where the bond certificates indicating the rights have not been issued)), and investment ratio, and also state the investment ratio for each type of investment securities and for each business type (limited to the case of shares).
  - c. If there is any company, etc. that is judged to have a material impact on investment decisions with regard to the investment securities, state the name of the company, etc. and the reason for the need to disclose the name of the company, etc.
  - d. Clearly state the issue names of investment securities.
- (60) Other major investment assets
- a. State information on the other assets constituting the investment assets for each type of those assets.
  - b. In the case of those other assets that are traded on an exchange, also state the exchange, and in the case of those for which there is a counterparty with regard to the right, categorize the assets based on the address or location of the counterparty to the right, and for each relevant asset, also state the name, quantity, price (the book value and market value or appraisal value (also state the appraisal method, etc.)) and investment ratio of the asset.
  - c. If the investment asset is a right pertaining to real property, categorize the right by area based on the location, by use, and by for lease or non-lease, etc. and, for each property, state the property name, location, use, area size, structure, whether it is held with ownership or other rights, price (meaning the price as appraised by the appraisal method or standard specified in a contract or bylaws, or appraised and estimated value, posted price, road ratings, published selling price, or other price deemed to be fair in accordance thereto (also state the appraisal method and the name of the appraiser, etc.)), details of the collateral, status of the real property (meaning the structure and current status of the real property, and other matters that have a material impact on the price of the real property), a summary of the results of the investigation on the status of the real property made by a third party (or that such an investigation has not been made, if this is the case) as well as the name of the investigator, and the investment ratio. In the case where there is a counterparty with whom a lease contract for the relevant real property has been concluded (hereinafter referred to as the "tenant" in c), the total number of tenants, total lease revenue, total size of leased areas, total size of leasable areas, changes in the occupancy rates (the occupancy rate on a fixed day of each year; hereinafter the same applies in c) over the latest five years, and for each major real property (buildings and facilities pertaining to one piece of land which are found to be used collectively and for which total lease revenue consists of 10 percent or more of all the lease revenues), state

the total number of tenants, total lease revenue, total size of leased areas, total size of leasable areas, changes in the occupancy rates over the latest five years, and for major tenants (meaning tenants for which the total size of leased areas is 10 percent or more of the total size of leased areas) also state the outlines thereof (the name and type of business of the tenant, annual lease, size of leased areas, expiration date of the contract, method for renewing the contract, security deposit, and any other information to be noted with regard to the lease contract therefor). If it is not possible to disclose the annual lease, etc. due to any unavoidable reason, state such fact.

d. If the investment asset is a right other than the right set forth in c, disclose relevant information in the same manner as under c.

(61) Other

If there are photographs, drawings, and other matters to be specifically contained in the prospectus pertaining to the public offering or the secondary distribution, state such fact and the part of the prospectus referring to these.

(62) Outline of affairs concerning domestic rights in securities investment business, etc.

State the following matters concerning the domestic rights in securities investment business, etc. to which the notification relates:

- a. With regard to entry of a name change, the procedure, place of handling, place of brokerage, name and address of the agent, and fees therefor
- b. Special benefits for equity holders, etc.
- c. Details of restrictions on transfer of domestic rights in securities investment business, etc.
- d. Other matters that need to be indicated to investors with regard to affairs concerning domestic rights in securities investment business, etc.

(63) Information on reorganization (tender offer bid)

In the case of conducting procedures relating to securities issuance for reorganization or procedures relating to securities delivery for reorganization with regard to domestic rights in securities investment business, etc. or in the case of delivering domestic rights in securities investment business, etc. as the consideration for purchase, etc. (meaning the purchase, etc. prescribed in Article 27-2, paragraph (1) of the Act) in a tender offer (meaning the tender offer prescribed in Article 27-3, paragraph (1) of the Act) and submitting this securities registration statement at the same time as the submission of the tender offer statement for the tender offer pursuant to Article 27-4, paragraph (1) of the Act, disclose relevant information in the same manner as under Instructions on Preparation (1) through (9) of Form 2-6 of the Cabinet Office Order on Disclosure of Corporate Affairs by adding the item "Information on reorganization (tender offer bid)" after "Part I. Information on securities."



Form 7-2

[Cover page]

[Document to be submitted]

Annual securities report

[Authority to which this document is to be submitted]

Director-General of the Kanto Local  
Finance Bureau

[Submission date]

[Accounting period]

th period (from to )

[Name of fund]

[Issuer name]

[Title and name of representative person]

[Location of head office]

[Name of agent]

[Address or location of agent]

[Name of contact person]

[Contact address]

[Telephone number]

[Place for public inspection]

Name:

(Location)

Part I [Fund information]

Section 1. [Status of fund]

1. [Characteristics of fund]

- (1) [Purpose and basic nature of fund]
- (2) [History of fund]
- (3) [Structure of fund] (2)
- (4) [Outline of legal systems pertaining to fund]
- (5) [Outline of disclosure system]
- (6) [Outline of supervisory government agency]

2. [Investment policy]

- (1) [Investment policy]
- (2) [Investment targets]
- (3) [Investment management system]
- (4) [Distribution policy]
- (5) [Investment restrictions]

3. [Investment risks] (3)

4. [Fees, etc. and taxes]

- (1) [Subscription fees]
- (2) [Buy-back fees]
- (3) [Management fees, etc.]
- (4) [Other fees, etc.]
- (5) [Tax treatment]

5. [Investment management status]

- (1) [Investment status] (4)
- (2) [Investment assets]
  - (i) [Major components of investment securities]
  - (ii) [Real property for investment]

- (iii) [Other major investment assets]
  - (3) [Investment performance]
    - (i) [Transition of net assets] (5)
    - (ii) [Transition of dividends] (6)
    - (iii) [Transition of earnings ratio] (7)
  - (4) [Record of sale and buy-back] (8)
- Section 2. [Management and operation]
1. [Subscription (sales) procedure, etc.]
  2. [Buy-back procedure, etc.]
  3. [Outline of collateralized assets, etc.]
    - (1) [Valuation of assets]
    - (2) [Custody]
    - (3) [Trust period]
    - (4) [Accounting period]
    - (5) [Other]
  4. [Rights, etc. of beneficiaries]
    - (1) [Rights, etc. of beneficiaries]
    - (2) [Treatment in regard to exchange control]
    - (3) [Agent in Japan]
    - (4) [Jurisdiction, etc.]
- Section 3. [Accounting status of fund]
1. [Financial statements]
    - (1) [Balance sheets]
    - (2) [Profit and loss statements]
    - (3) [Schedule of investment securities, etc.]
      - (i) [Schedule of investment shares]
      - (ii) [Schedule of investment securities other than shares]
      - (iii) [Schedule of real property for investment]
      - (iv) [Schedule of other investment assets]
      - (v) [Schedule of borrowings]
  2. [Current status of fund] (9)
 

[Statement of net assets]      Reference date:

    - I. Total amount of assets
    - II. Total amount of liabilities
    - III. Total amount of net assets (I - II)
    - IV. Number of investment units issued
    - V. Amount of net assets per unit (III/IV)
- Section 4. [Outline of affairs concerning foreign investment trust beneficiary certificates]
- Part II. [Special information]
- Section 1. [Overview of managing company]
1. [Overview of managing company] (10)
  2. [Details of business and overview of operations]
  3. [Accounting status of managing company]
    - (1) [Balance sheets]
    - (2) [Profit and loss statements]

4. [Restraints on trade with interested persons]

5. [Other] (11)

Section 2. [Overview of any other affiliated corporation]

1. [Name, amount of stated capital, and details of business]

2. [Outline of the relevant business]

3. [Capital relationship]

Section 3. [Outline of investment trust system]

Section 4. [Information for reference] (12)

Section 5. [Other]

(Instructions on Preparation)

(1) General instructions

a. When stating information in an annual securities report, state it in an easy-to-understand manner so as to help investors easily understand the content.

In addition, an annual securities report must not contain a representation that is likely to mislead investors by, for example, exaggerating a part of the characteristics of the system or extracting a part of investment performance.

b. The matters to be stated may be explained by using figures, etc. so as to help investors easily understand the content. In this case, matters to be stated need to be represented in an unambiguous way using figures, etc., and attention needs to be paid to prevent investors from being misled by figures, etc.

c. With regard to the matters to be stated in relation to monetary amounts, if amounts are denominated in non-Japanese currency, also specify the amounts converted into Japanese currency for major matters.

d. If an amount denominated in non-Japanese currency is converted into Japanese currency, set down in the notes the criteria of conversion used for the conversion.

e. When stating the name of a company or a person or the like, add a note of the name written in the original language.

f. For items in "Part I. Fund information," "Section 1. Status of fund" and "Section 3. Accounting status of fund," disclose relevant information on the fund to which the provisions of the main clause of Article 4, paragraph (1) of the Act, the main clause of paragraph (2) of that Article, or the main clause of paragraph (3) of that Article applies.

g. If there is information on any company that is judged to have a material impact on investment decisions (for example, a company which received the deposit or a trustee) with regard to the specified depository receipts or beneficiary certificates of regulated securities in trust issued by the reporting entity, disclose relevant information in the same manner as under Part III. "Section 2. Information on companies other than guarantor company" of Form 2 of the Cabinet Office Order on Disclosure of Corporate Affairs, by adding the item "Section 2-2. Information on any other material company" after "Part II. Special information," "Section 2. Overview of any other affiliated corporation."

- h. These Instructions on Preparation merely provide general standards. If there is any unavoidable reason for not complying with these standards, state information differently while based on these instructions
- i. In addition to the matters required to be stated pursuant to the following provisions, the matters related to each item to be stated in the annual securities report may be disclosed.
- j. When stating information in an annual securities report, disclose relevant information in the same manner as under Instructions on Preparation of Form 4-2, except as otherwise provided in the following.
- k. If the reporting entity has submitted documents substituted for part of an annual securities report that state part of the matters to be stated in the annual securities report (hereinafter referred to as the "original matters to be stated" in k), together with the annual securities report pursuant to Article 24, paragraph (14) of the Act, clearly state, in the space of the item where the original matters to be stated are to be indicated in the annual securities report, the part of the documents substituted for part of an annual securities report where the original matters to be stated are indicated.

(2) Structure of fund

For the amount of the stated capital and the status of the major shareholders to be stated as an overview of the managing company in the structure of the fund, disclose information on the status as of the latest date from the submission date of the annual securities report in the same manner as under Instructions on Preparation (16)c of Form 4-2.

(3) Investment risks

- a. State information on the risk characteristics of the fund in a specific and easy-to-understand manner.

In addition, state the matters which may have a material impact on the decision of investors concerning investment risks in a collective and easy-to-understand manner.

- b. State the system for managing investment risks in a specific and easy-to-understand manner.
- c. In the case of submitting a document containing matters related to public offering, etc. together with the annual securities report, in addition to the matters set forth in a and b, state the base value with dividends reinvested and annual return rate prescribed in Instructions on Preparation (25)c of Form 4-2 for the end of each month within five years before the latest date from the submission date of the annual securities report, in the same manner as under Instructions on Preparation (25)c and d of that Form.

(4) Investment status

Disclose information on the status as of the latest date from the submission date of the annual securities report in the same manner as under Instructions on Preparation (32) of Form 4-2.

(5) Transition of net assets

Disclose information as of the latest date from the submission date of the annual securities report, the end of each month within one year before that date, and the end of each accounting period over the latest three accounting periods

(the accounting period means the period specified in Article 23; hereinafter the same applies in this Form) (in the case of a fund for which one accounting period consists of six months (including a fund for which the day following a holiday is to be the last day of the accounting period pursuant to the proviso to that Article; hereinafter the same applies in this Form), six accounting periods), in the same manner as under Instructions on Preparation (37) of Form 4-2.

(6) Transition of dividends

Disclose information for the latest three accounting periods (in the case of a fund for which one accounting period consists of six months, six accounting periods) from the submission date of the annual securities report, in the same manner as under Instructions on Preparation (38) of Form 4-2.

(7) Transition of earnings ratio

Disclose information for the latest three accounting periods (in the case of a fund for which one accounting period consists of six months, six accounting periods) from the submission date of the annual securities report, in the same manner as under Instructions on Preparation (39) of Form 4-2.

(8) Record of sale and buy-back

Disclose information for the latest three accounting periods (in the case of a fund for which one accounting period consists of six months, six accounting periods) from the submission date of the annual securities report, in the same manner as under Instructions on Preparation (40) of Form 4-2.

(9) Current status of fund

State the status as of the latest date from the submission date of the annual securities report.

(10) Overview of managing company

With regard to the amount of stated capital of the managing company and the total number of shares to be issued by and the total number of issued shares of the managing company in the overview of the managing company, state the status as of the latest date from the submission date of the annual securities report.

(11) Other

- a. Within one year (in the case of a fund for which one accounting period consists of six months, within six months) before submission of the annual securities report, if a lawsuit or other fact that had a material impact, or is expected to have a material impact, on the managing company occurred, state the details thereof. However, disclosure may be omitted for any information stated in an extraordinary report.
- b. For matters other than those in a, disclose relevant information in the same manner as under Instructions on Preparation (62) of Form 4-2.

(12) Information for reference

- a. If any document referred to in the items of Article 25, paragraph (1) of the Act was submitted during the relevant accounting period, state the name and date of submission of the document.
- b. In the case of submitting a document containing matters related to public offering, etc. together with the annual securities report, in addition to the

matters set forth in a, disclose relevant information in the same manner as under "Part III. Special information," "Section 4. Other" of Form 4-2.

- (13) Replacement of terms in the case of submitting a document containing matters related to public offering, etc.

In the case of submitting a document containing matters related to public offering, etc. together with the annual securities report, state information by replacing the term "the latest three accounting periods (in the case of a fund for which one accounting period consists of six months, six accounting periods)" in (5) through (8) with "the latest ten accounting periods (in the case of a fund for which one accounting period consists of six months, twenty accounting periods)."

Form 7-2-2

[Cover page]

[Document to be submitted]

[Authority to which this document is to be submitted] Foreign company report  
Director-General of the  
Kanto Local Finance Bureau

[Submission date]

[Accounting period]

th period (from to )

[Name of fund]

[Issuer name]

[Title and name of representative person]

[Location of head office]

[Name of agent]

[Address or location of agent]

[Name of contact person]

[Contact address]

[Telephone number]

[Place for public inspection]

Name:

(Location)

Form 8

[Cover page]

[Document to be submitted]

[Authority to which this document is to be submitted] Annual securities report  
Director-General of the  
Kanto Local Finance Bureau

[Submission date]

[Accounting period]

th period (from to )

[Issuer name]

[Title and name of representative person]

[Location of head office]

[Name of agent]

[Address or location of agent]

[Name of contact person]

[Contact address]

[Telephone number]

[Place for public inspection]

Name:

(Location)

Part I [Fund information]

Section 1. [Status of fund]

1. [Overview of foreign investment corporation]

(1) [Transition of major management indicators, etc.]

(2) [Purpose and basic nature of foreign investment corporation]

(3) [Structure of foreign investment corporation]

(4) [Organizational structure of foreign investment corporation]

(5) [Total amount of investment in foreign investment corporation] (2)

(6) [Status of major investors] (3)

2. [Investment policy]

(1) [Investment policy]

(2) [Investment targets]

(3) [Distribution policy]

(4) [Investment restrictions]

3. [Investment risks]

4. [Fees, etc. and taxes]

(1) [Subscription fees]

(2) [Buy-back fees]

(3) [Management fees, etc.]

(4) [Other fees, etc.]

(5) [Tax treatment]

5. [Investment management status]

(1) [Investment status] (4)

(2) [Investment assets]

(i) [Major components of investment securities]

(ii) [Real property for investment]

(iii) [Other major investment assets]

(3) [Investment performance]

(i) [Transition of net assets, etc.] (5)



(ii) [Transition of dividends] (6)

(iii) [Transition of rate of return on equity (earnings ratio)] (7)

Section 2. [Outline of affairs concerning foreign investment securities]

Part II. [Detailed information on foreign investment corporation]

Section 1. [Additional information on foreign investment corporation]

1. [History of foreign investment corporation]

2. [Corporation's officers] (8)

3. [Outline of legal systems pertaining to foreign investment corporation]

4. [Outline of supervisory government agency]

5. [Other] (9)

Section 2. [Procedure, etc.]

1. [Subscription (sales) procedure, etc.]

2. [Buy-back procedure, etc.]

Section 3. [Management and operation]

1. [Outline of collateralized assets, etc.]

(1) [Valuation of assets]

(2) [Custody]

(3) [Duration]

(4) Accounting period

(5) [Other]

2. [Restraints on trade with interested persons]

3. [Rights, etc. of investors / foreign investment corporation's bondholders]

(1) [Rights of investors / foreign investment corporation's bondholders]

(2) [Treatment in regard to exchange control]

(3) [Agent in Japan]

(4) [Jurisdiction, etc.]

Section 4. [Status of affiliated corporations]

1. [Overview of asset management company]

(1) [Name, amount of stated capital, and details of business] (10)

(2) [Investment management system]

(3) [Information on major shareholders] (11)

(4) [Company's officers] (12)

(5) [Details of business and overview of operations]

2. [Overview of any other affiliated corporations]

(1) [Name, amount of stated capital, and details of business] (13)

(2) [Outline of the relevant business]

(3) [Capital relationship]

Section 5. [Accounting status of foreign investment corporation]

1. [Financial statements]

(1) [Balance sheets]

(2) [Profit and loss statements]

(3) [Statements on distribution of monies]

(4) [Cash flow statements]

(5) [Schedule of investment securities, etc.]

(i) [Schedule of investment shares]

(ii) [Schedule of investment securities other than shares]

(iii) [Schedule of real property for investment]

(iv) [Schedule of other investment assets]

(v) [Schedule of borrowings]

2. [Current status of foreign investment corporation] (14)

[Statement of net assets]      Reference date:

I. Total amount of assets

II. Total amount of liabilities

III. Total amount of net assets (I - II)

IV. Number of investment units issued

V. Amount of net assets per unit (III/IV)

Section 6. [Record of sale and buy-back] (15)

Part III. [Special information]

Section 1. [Outline of investment trust system]

Section 2. [Information for reference] (16)

(Instructions on Preparation)

(1) General instructions

- a. When stating information in an annual securities report, state it in an easy-to-understand manner so as to help investors easily understand the content.

In addition, an annual securities report must not contain a representation that is likely to mislead investors by, for example, exaggerating a part of the characteristics of the system or extracting a part of investment performance.

- b. The matters to be stated may be explained by using figures, etc. so as to help investors easily understand the content. In this case, matters to be stated need to be represented in an unambiguous way using figures, etc., and attention needs to be paid to prevent investors from being misled by figures, etc.
- c. With regard to the matters to be stated in relation to monetary amounts, if amounts are denominated in non-Japanese currency, also specify the amounts converted into Japanese currency for major matters.
- d. If an amount denominated in non-Japanese currency is converted into Japanese currency, set down in the notes the criteria of conversion used for the conversion.
- e. When stating the name of a company or a person or the like, add a note of the name written in the original language.

If there is information on any company that is judged to have a material impact on investment decisions (for example, a company which received the deposit or a trustee) with regard to the specified depository receipts or beneficiary certificates of regulated securities in trust issued by the reporting entity, disclose relevant information in the same manner as under Part III. "Section 2. Information on companies other than guarantor company" of Form 2 of the Cabinet Office Order on Disclosure of Corporate Affairs, by adding the item "Section 5-2. Information on any other material company" after "Part II. Detailed information on foreign investment corporation," "Section 5. Accounting status of foreign investment corporation."

- g. These Instructions on Preparation merely provide general standards. If there is any unavoidable reason for not complying with these standards, state information differently while based on these instructions.
  - h. In addition to the matters required to be stated pursuant to the following provisions, the matters related to each item to be stated in the annual securities report may be disclosed.
  - i. When stating information in an annual securities report, disclose relevant information in the same manner as under Instructions on Preparation of Form 4-4, except otherwise provided in the following.
  - j. If the reporting entity has submitted documents substituted for part of an annual securities report that state part of the matters to be stated in the annual securities report (hereinafter referred to as the "original matters to be stated" in j), together with the annual securities report pursuant to Article 24, paragraph (14) of the Act, clearly state, in the space of the item where the original matters to be stated are to be indicated in the annual securities report, the part of the documents substituted for part of an annual securities report where the original matters to be stated are indicated.
- (2) Total amount of investment in foreign investment corporation
- Disclose information on the status as of the latest date from the submission date of the annual securities report in the same manner as under Instructions on Preparation (23) of Form 4-4.
- (3) Status of major investors
- Disclose information on the status as of the latest date from the submission date of the annual securities report in the same manner as under Instructions on Preparation (24) of Form 4-4.
- (4) Investment status
- Disclose information on the status as of the latest date from the submission date of the annual securities report in the same manner as under Instructions on Preparation (36) of Form 4-4.
- (5) Transition of net assets, etc.
- Disclose information as of the latest date from the submission date of the annual securities report, the end of each month within one year before that date, and the end of each accounting period over the latest three accounting periods (the accounting period means the period specified in Article 23; hereinafter the same applies in this Form) (in the case of a foreign investment corporation for which one accounting period consists of six months (including a foreign investment corporation for which the day following a holiday is to be the last day of the accounting period pursuant to the proviso to that Article; hereinafter the same applies in this Form), six accounting periods), in the same manner as under Instructions on Preparation (41) of Form 4-4.
- (6) Transition of dividends
- Disclose information for the latest three accounting periods (in the case of a foreign investment corporation for which one accounting period consists of six months, six accounting periods) from the submission date of the annual securities report, in the same manner as under Instructions on Preparation (42) of Form 4-4.

(7) Transition of rate of return on equity (earnings ratio)

Disclose information for the latest three accounting periods (in the case of a foreign investment corporation for which one accounting period consists of six months, six accounting periods) from the submission date of the annual securities report, in the same manner as under Instructions on Preparation (43) of Form 4-4.

(8) Corporation's officers

Disclose information on the status as of the latest date from the submission date of the annual securities report in the same manner as under Instructions on Preparation (50) of Form 4-4.

(9) Other

a. Within one year (in the case of a foreign investment corporation for which one accounting period consists of six months, within six months) before submission of the annual securities report, if a lawsuit or other fact that had a material impact, or is expected to have a material impact, on the foreign investment corporation occurred, state the details thereof. However, disclosure may be omitted for any information stated in an extraordinary report.

b. For matters other than those in a, disclose relevant information in the same manner as under Instructions on Preparation (53) of Form 4-4.

(10) Name, amount of stated capital, and details of business

With regard to the amount of stated capital, only state the amount as of the latest date from the submission date of the annual securities report.

(11) Information on major shareholders

Disclose information on the status as of the latest date from the submission date of the annual securities report in the same manner as under Instructions on Preparation (68) of Form 4-4.

(12) Company's officers

Disclose information on the status as of the latest date from the submission date of the annual securities report in the same manner as under Instructions on Preparation (69) of Form 4-4.

(13) Name, amount of stated capital, and details of business

With regard to the amount of stated capital, only state the amount as of the latest date from the submission date of the annual securities report.

(14) Current status of foreign investment corporation

Disclose information on the status as of the latest date from the submission date of the annual securities report in the same manner as under Instructions on Preparation (80) of Form 4-4.

(15) Record of sale and buy-back

Disclose information for the latest three accounting periods (in the case of a foreign investment corporation for which one accounting period consists of six months, six accounting periods) from the submission date of the annual securities report, in the same manner as under Instructions on Preparation (81) of Form 4-4.

(16) Information for reference

If any document referred to in the items of Article 25, paragraph (1) of the Act was submitted during the relevant accounting period, state the name and date of submission of the document.

Form 9-2

[Cover page]

[Document to be submitted]

[Authority to which this document is to be submitted] Annual securities report  
Director-General of the  
Kanto Local Finance Bureau

[Submission date]

[Accounting period]

th period (from to )

[Issuer (trustee) name]

[Title and name of representative person]

[Location of head office]

[Name of agent]

[Address or location of agent]

[Name of contact person]

[Contact address]

[Telephone number]

[Issuer (settlor) name]

[Title and name of representative person]

[Address or location of head office]

[Name of contact person]

[Telephone number]

[Place for public inspection]

Name:

(Location)

## Section 1. [Status of trust property]

### 1. [Overview]

- (1) [Outline of legal systems pertaining to trust property]
- (2) [Basic nature of trust property]
- (3) [History of trust property]
- (4) [Trust property management system, etc.]
  - (i) [Affiliated corporation of trust property]
  - (ii) [Basic stance on investment (management and disposition) of trust property]
  - (iii) [Trust property management system]

### 2. [Outline of assets constituting trust property]

- (1) [Outline of legal systems pertaining to assets constituting trust property]
- (2) [Details of assets constituting trust property]
- (3) [Method for collection of assets constituting trust property]

### 3. [Structure of trust]

- (1) [Outline of trust]
  - (i) [Basic structure of trust]
  - (ii) [Matters concerning investment (management and disposition) of trust property]
  - (iii) [Matters concerning obligations of settlor]
  - (iv) [Other]
- (2) [Beneficial interests]
- (3) [Rights of acquirer of foreign trust beneficiary certificates]
- (4) [Outline of information disclosure]

4. [Status of assets constituting trust property]
  - (1) [Overview of investment (management) of assets constituting trust property]
  - (2) [Status of loss and delinquency] (2)
  - (3) [Changes in earnings status] (3)
  - (4) [Record of buy-back, etc.] (4)
5. [Investment risks]
6. [Accounting status of trust property]
  - (1) [Balance sheets]
  - (2) [Profit and loss statements]
7. [Matters concerning securities holders]
  - (1) [Matters concerning listing, etc. of securities]
  - (2) [Tax treatment]
  - (3) [Treatment in regard to exchange control]
  - (4) [Agent in Japan]
  - (5) [Jurisdiction, etc.]

Section 2. [Outline of securities affairs]

Section 3. [Other]

Section 4. [Information on trustee, settlor, and affiliated corporation]

1. [Status of trustee]
  - (1) [Overview of trustee]
  - (2) [Details of business and overview of operations]
  - (3) [Accounting status]
  - (4) [Restraints on trade with interested persons]
  - (5) [Other] (5)
2. [Status of settlor]
  - (1) [In case of company]
    - (i) [Overview of company]
    - (ii) [Details of business and overview of operations]
    - (iii) [Accounting status]
    - (iv) [Restraints on trade with interested persons]
    - (v) [Other] (6)
  - (2) [In case of entity other than company]
    - (i) [History of entity]
    - (ii) [Purpose of entity and details of business]
    - (iii) [Amount of investment, endowment, or similar funding made to entity]
    - (iv) [Title, position, name, date of birth, and work history of officers]
  - (3) [In case of individual]
    - (i) [Date of birth]
    - (ii) [Registered domicile]
    - (iii) [Work history]
    - (iv) [Whether or not order commencing bankruptcy proceedings has been issued]
3. [Overview of any other affiliated corporations]
  - (1) [Name, amount of stated capital, and details of business]
  - (2) [Outline of the relevant business]

- (3) [Capital relationship]
- (4) [Concurrent holding of positions by officers]
- (5) [Other] (6)

Section 5. [Information for reference] (7)

(Instructions on Preparation)

(1) General instructions

- a. The matters to be stated may be explained by using figures, etc. so as to help investors easily understand the content. In this case, attention needs to be paid to prevent investors from being misled by that representation.
- b. If there is information on any company that is judged to have a material impact on investment decisions (for example, a company which received the deposit or a trustee) with regard to the specified depository receipts or beneficiary certificates of regulated securities in trust issued by the reporting entity, disclose relevant information in the same manner as under Part III. "Section 2. Information on companies other than guarantor company" of Form 2 of the Cabinet Office Order on Disclosure of Corporate Affairs, by adding the item "6-2. Information on any other material company" after Section 1. "6. Accounting status of trust property" of this Form.
- c. With regard to the matters to be stated in relation to monetary amounts, if amounts are denominated in non-Japanese currency, also specify the amounts converted into Japanese currency for major matters.
- d. If an amount denominated in non-Japanese currency is converted into Japanese currency, set down in the notes the criteria of conversion used for the conversion.
- e. When stating the name of a company or a person or the like, add a note of the name written in the original language.
- f. These Instructions on Preparation merely provide general standards. If there is any unavoidable reason for not complying with these standards, state information differently while based on these instructions.
- g. When stating information in an annual securities report, disclose relevant information in the same manner as under Instructions on Preparation of Form 6-2, except as otherwise provided in the following.
- h. If the reporting entity has submitted documents substituted for part of an annual securities report that state part of the matters to be stated in the annual securities report (hereinafter referred to as the "original matters to be stated" in h), together with the annual securities report pursuant to Article 24, paragraph (14) of the Act, clearly state, in the space of the item where the original matters to be stated are to be indicated in the annual securities report, the part of the documents substituted for part of an annual securities report where the original matters to be stated are indicated.

(2) Status of loss and delinquency

Disclose information for the accounting periods (the accounting period means the period specified in Article 23; the same applies in (3) and (7)a) that ended within three years prior to the submission date of the annual securities report, in the same manner as under Instructions on Preparation (27) of Form 6.



(3) Changes in earnings status

Disclose information for the accounting periods that ended within three years prior to the submission date of the annual securities report, in the same manner as under Instructions on Preparation (28) of Form 6.

(4) Record of buy-back, etc.

Disclose relevant information in the same manner as under Instructions on Preparation (4) of Form 9.

(5) Other

Disclose relevant information in the same manner as under Instructions on Preparation (5) of Form 9.

(6) Other

Disclose relevant information in the same manner as under Instructions on Preparation (6) of Form 9.

(7) Information for reference

a. If any document referred to in the items of Article 25, paragraph (1) of the Act was submitted during the relevant accounting period, state the name and date of submission of the document.

b. In the case of submitting a document containing matters related to public offering, etc. together with the annual securities report, for matters other than those in a, disclose relevant information in the same manner as under "Part II. Trust property information," "Section 3. Other" of Form 6-2.

(8) Replacement of terms in the case of submitting a document containing matters related to public offering, etc

In the case of submitting a document containing matters related to public offering, etc. together with the annual securities report, state information by replacing the term "the accounting periods that ended within three years" in (2) and (3) with "the accounting periods that ended within five years."

Form 10-2

[Cover page]

[Document to be submitted]

[Authority to which this document is to be submitted] Semiannual securities report  
Director-General of the  
Kanto Local Finance Bureau

[Submission date]

[Accounting period]

th period (from to )

[Name of fund]

[Issuer name]

[Title and name of representative person]

[Location of head office]

[Name of agent]

[Address or location of agent]

[Name of contact person]

[Contact address]

[Telephone number]

[Place for public inspection]

Name:

(Location)

1. [Investment management status of fund] (2)

(1) [Investment status]

(2) [Investment performance]

(i) [Transition of net assets] (3)

(ii) [Transition of dividends] (4)

(iii) [Transition of earnings ratio] (5)

2. [Record of sale and buy-back] (6)

3. [Accounting status of fund] (7)

(1) [Status of assets and liabilities]

(2) [Schedule of investment securities, etc.]

(i) [Schedule of investment shares]

(ii) [Schedule of investment securities other than shares]

(iii) [Schedule of real property for investment]

(iv) [Schedule of other investment assets]

(v) [Schedule of borrowings]

4. [Overview of managing company]

(1) [Amount of stated capital] (8)

(2) [Details of business and status of operations]

(3) [Other] (9)

5. [Accounting overview of managing company] (10)

(1) [Status of assets and liabilities]

(2) [Status of profit and loss]

(Instructions on Preparation)

(1) General instructions

a. When stating information in a semiannual securities report, state it in an easy-to-understand manner so as to help investors easily understand the content.

In addition, a semiannual securities report must not contain a representation that is likely to mislead investors by, for example, exaggerating a part of the characteristics of the system or extracting a part of investment performance.

- b. The matters to be stated may be explained by using figures, etc. so as to help investors easily understand the content. In this case, matters to be stated need to be represented in an unambiguous way using figures, etc., and attention needs to be paid to prevent investors from being misled by figures, etc.
- c. With regard to the matters to be stated in relation to monetary amounts, if amounts are denominated in non-Japanese currency, also specify the amounts converted into Japanese currency for major matters.
- d. If an amount denominated in non-Japanese currency is converted into Japanese currency, set down in the notes the criteria of conversion used for the conversion.
- e. When stating the name of a company or a person or the like, add a note of the name written in the original language.
- f. For items in "1. Investment management status of fund" and "3. Accounting status of fund," disclose relevant information on the fund to which the provisions of the main clause of Article 4, paragraph (1) of the Act, the main clause of paragraph (2) of that Article, or the main clause of paragraph (3) of that Article applies.
- g. With regard to specified depository receipts or beneficiary certificates of regulated securities in trust issued by the reporting entity, disclose relevant information in the same manner as under Instructions on Preparation (1)f of Form 10.
- h. These Instructions on Preparation merely provide general standards. If there is any unavoidable reason for not complying with these standards, state information differently while based on these instructions.
- i. In addition to the matters required to be reported pursuant to the following provisions, the matters related to each item of a semiannual securities report may be disclosed.
- j. When stating information in a semiannual securities report, disclose relevant information in the same manner as under Instructions on Preparation of Form 4-2, except as otherwise provided in the following.
- k. If the reporting entity has submitted documents substituted for part of a semiannual securities report that state part of the matters to be stated in the semiannual securities report (hereinafter referred to as the "original matters to be stated" in k), together with the semiannual securities report pursuant to Article 24-5, paragraph (13) of the Act, clearly state, in the space of the item where the original matters to be stated are to be indicated in the semiannual securities report, the part of the documents substituted for part of a semiannual securities report where the original matters to be stated are indicated.

(2) Investment management status of fund

In the case of submitting a document containing matters related to public offering, etc. together with the annual securities report for the accounting period immediately preceding the relevant accounting period (the accounting period means the period specified in Article 23; hereinafter the same applies in (2)), in addition to the statement to be made in the same manner as under Instructions on Preparation (32) of Form 4-2, disclose relevant information in the same manner as under "Part II. Fund information," "Section 1. Status of fund," "5. Investment management status," "(2) Investment assets" of that Form for items in "1. Investment management status of fund," "(1) Investment status." In addition, state the base value with dividends reinvested and annual return rate prescribed in Instructions on Preparation (25)c of Form 4-2 for the end of each month within five years before the latest date from the submission date of the semiannual securities report, in the same manner as under Instructions on Preparation (25)c and d of that Form, by adding the item "(3) Investment risks" after "1. Investment management status of fund," "(2) Investment performance."

(3) Transition of net assets

Disclose information as of the latest date from the submission date of the semiannual securities report and the end of each month within one year before that date, in the same manner as under Instructions on Preparation (37) of Form 4-2.

(4) Transition of dividends

Disclose information for the one year before the latest date from the submission date of the semiannual securities report, in the same manner as under Instructions on Preparation (38) of Form 4-2.

(5) Transition of earnings ratio

Disclose information for the one year before the latest date from the submission date of the semiannual securities report, in the same manner as under Instructions on Preparation (39) of Form 4-2.

(6) Record of sale and buy-back

Disclose information for the one year before the latest date from the submission date of the semiannual securities report, in the same manner as under Instructions on Preparation (40) of Form 4-2.

(7) Accounting status of fund

State the accounting overview of the fund as of the latest date from the submission date of the semiannual securities report, in the same manner as under Instructions on Preparation (52) of Form 4-2.

(8) Amount of stated capital

State the amount of stated capital and the total number of shares to be issued by and the total number of issued shares of the managing company as of the latest date from the submission date of the semiannual securities report.

(9) Other

Within six months before submission of the semiannual securities report, if a lawsuit or other fact that had a material impact, or is expected to have a material impact, on the managing company occurred, state the details thereof.

However, disclosure may be omitted for any information stated in an extraordinary report.

(10) Accounting overview of managing company

State the accounting overview for the latest business year of the managing company, in the same manner as under Instructions on Preparation (60) of Form 4-2.

Form 10-2-2

[Cover page]

[Document to be submitted]

[Authority to which this document is to be submitted]

[Submission date]

[Accounting period]

[Name of fund]

[Issuer name]

[Title and name of representative person]

[Location of head office]

[Name of agent]

[Address or location of agent]

[Name of contact person]

[Contact address]

[Telephone number]

[Place for public inspection]

Foreign company  
semiannual securities report  
Director-General of the  
Kanto Local Finance Bureau

th period (from to )

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Name:  
(Location)

[Cover page]

Semiannual securities report

Director-General of the  
Kanto Local Finance Bureau

th period (from to )

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Name: \_\_\_\_\_

Name:  
(Location)

1. [Overview of foreign investment corporation]
  - (1) [Transition of major management indicators, etc.] (2)
  - (2) [Total amount of investment in foreign investment corporation] (3)
  - (3) [Status of major investors] (4)
  - (4) [Corporation's officers] (5)
  - (5) [Other] (6)
2. [Investment management status of foreign investment corporation]
  - (1) [Investment status]
  - (2) [Investment performance]
    - (i) [Transition of net assets, etc.] (7)
    - (ii) [Transition of dividends] (8)
    - (iii) [Transition of rate of return on equity (earnings ratio)] (9)
  - (3) [Investment risks] (9-2)
3. [Overview of asset management company]
  - (1) [Name and amount of stated capital] (10)
  - (2) [Information on major shareholders] (11)
  - (3) [Company's officers] (12)
  - (4) [Details of business and overview of operations]
4. [Accounting status of foreign investment corporation] (13)
  - (1) [Status of assets and liabilities]
  - (2) [Schedule of investment securities, etc.]
    - (i) [Schedule of investment shares]
    - (ii) [Schedule of investment securities other than shares]
    - (iii) [Schedule of real property for investment]
    - (iv) [Schedule of other investment assets]
    - (v) [Schedule of borrowings]
5. [Record of sale and buy-back] (14)

(Instructions on Preparation)

(1) General instructions

- a. When stating information in a semiannual securities report, state it in an easy-to-understand manner so as to help investors easily understand the content.

In addition, a semiannual securities report must not contain a representation that is likely to mislead investors by, for example, exaggerating a part of the characteristics of the system or extracting a part of investment performance.

- b. The matters to be stated may be explained by using figures, etc. so as to help investors easily understand the content. In this case, matters to be stated need to be represented in an unambiguous way using figures, etc., and attention needs to be paid to prevent investors from being misled by figures, etc.
- c. With regard to the matters to be stated in relation to monetary amounts, if amounts are denominated in non-Japanese currency, also specify the amounts converted into Japanese currency for major matters.
- d. If an amount denominated in non-Japanese currency is converted into Japanese currency, set down in the notes the criteria of conversion used for the conversion.
- e. When stating the name of a company or a person or the like, add a note of the name written in the original language.
- f. With regard to specified depository receipts or beneficiary certificates of regulated securities in trust issued by the reporting entity, disclose relevant information in the same manner as under Instructions on Preparation (1)e of Form 10-3.
- g. These Instructions on Preparation merely provide general standards. If there is any unavoidable reason for not complying with these standards, state information differently while based on these instructions.
- h. When stating information in a semiannual securities report, disclose relevant information in the same manner as under Instructions on Preparation of Form 4-4, except as otherwise provided in the following.
- i. If the reporting entity has submitted documents substituted for part of a semiannual securities report that state part of the matters to be stated in the semiannual securities report (hereinafter referred to as the "original matters to be stated" in i), together with the semiannual securities report pursuant to Article 24-5, paragraph (13) of the Act, clearly state, in the space of the item where the original matters to be stated are to be indicated in the semiannual securities report, the part of the documents substituted for part of a semiannual securities report where the original matters to be stated are indicated.

(2) Transition of major management indicators, etc.

State the transition of the foreign investment corporation's major management indicators, etc. for the latest three interim accounting periods (the interim accounting period means the period until six months have elapsed from the first day of an accounting period (the accounting period means the period



specified in Article 23; hereinafter the same applies in (2) and (9-2)a); the same applied in (9-2)a) and for the latest two accounting periods of the foreign investment corporation, in the same manner as under Instructions on Preparation (2) of Form 10-3.

(3) Total amount of investment in foreign investment corporation

Disclose information on the status as of the latest date from the submission date of the semiannual securities report in the same manner as under Instructions on Preparation (23) of Form 4-4.

(4) Status of major investors

Disclose information on the status as of the latest date from the submission date of the semiannual securities report in the same manner as under Instructions on Preparation (24) of Form 4-4.

(5) Corporation's officers

Disclose information on the status as of the submission date of the semiannual securities report, in the same manner as under Instructions on Preparation (50) of Form 4-4.

(6) Other

a. Within six months before submission of the semiannual securities report, if a lawsuit or other fact that had a material impact, or is expected to have a material impact, on the foreign investment corporation occurred, state the details thereof. However, disclosure may be omitted for any information stated in an extraordinary report.

b. For matters other than those in a, disclose relevant information in the same manner as under Instructions on Preparation (48) of Form 4-3.

(7) Transition of net assets, etc.

Disclose information as of the latest date from the submission date of the semiannual securities report and the end of each month within one year before that date, in the same manner as under Instructions on Preparation (41) of Form 4-4.

(8) Transition of dividends

Disclose information for the one year before the latest date from the submission date of the semiannual securities report, in the same manner as under Instructions on Preparation (42) of Form 4-4.

(9) Transition of rate of return on equity (earnings ratio)

Disclose information for the one year before the latest date from the submission date of the semiannual securities report, in the same manner as under Instructions on Preparation (43) of Form 4-4.

(9-2) Investment risks

a. If there was a material change in "Investment risks" disclosed in the annual securities report for the latest accounting period during the relevant interim accounting period, state such fact and its specific details in an easy-to-understand manner.

b. If there is an event or circumstance that would raise material doubt about an assumption that the foreign investment corporation will stay in business in the future or any other event that would have a material impact on the foreign investment corporation's business management, state such fact and

its specific details in an easy-to-understand manner.

- c. If the entity discloses prospective matters, state that these matters are based on the judgment as of the date of submission of the semiannual securities report.

(10) Name and amount of stated capital

With regard to the amount of stated capital, only state the amount as of the latest date from the submission date of the semiannual securities report.

(11) Information on major shareholders

Disclose information on the status as of the latest date from the submission date of the semiannual securities report in the same manner as under Instructions on Preparation (68) of Form 4-4.

(12) Company's officers

Disclose information on the status as of the latest date from the submission date of the semiannual securities report in the same manner as under Instructions on Preparation (69) of Form 4-4.

(13) Accounting status of foreign investment corporation

State the accounting overview of the foreign investment corporation as of the latest date from the submission date of the semiannual securities report, in the same manner as under Instructions on Preparation (74) of Form 4-4.

(14) Record of sale and buy-back

Disclose information for the one year before the latest date from the submission date of the semiannual securities report, in the same manner as under Instructions on Preparation (81) of Form 4-4.

Form 12-2

[Cover page]

[Document to be submitted]

[Authority to which this document is to be submitted] Semiannual securities report  
Director-General of the  
Kanto Local Finance Bureau

[Submission date]

[Accounting period]

th period (from to )

[Issuer (trustee) name]

[Title and name of representative person]

[Location of head office]

[Name of agent]

[Address or location of agent]

[Name of contact person]

[Contact address]

[Telephone number]

[Issuer (settlor) name]

[Title and name of representative person]

[Address or location of head office]

[Name of contact person]

[Telephone number]

[Place for public inspection]

Name:

(Location)

1. [Status of assets constituting trust property]

(1) [Structure of trust property]

(2) [Overview of investment (management) of assets constituting trust property]

(3) [Status of loss and delinquency] (2)

(4) [Changes in earnings status] (3)

(5) [Record of buy-back, etc.] (4)

2. [Investment risks]

3. [Accounting status of trust property]

(1) [Interim balance sheet]

(2) [Interim profit and loss statement]

4. [Information on trustee, settlor, and affiliated corporation]

(1) [Status of trustee]

(i) [Amount of stated capital]

(ii) [Details of business and status of operations]

(iii) [Accounting status]

(iv) [Other]

(2) [Status of settlor]

(i) [In case of company]

(a) [Amount of stated capital]

(b) [Details of business and status of operations]

(c) [Accounting status]

(d) [Other]

(ii) [In case of entity other than company]

- (a) [History of entity]
- (b) [Purpose of entity and details of business]
- (c) [Amount of investment, endowment, or similar funding made to entity]
- (d) [Title, position, name, date of birth, and work history of officers]
- (iii) [In case of individual]
  - (a) [Date of birth]
  - (b) [Registered domicile]
  - (c) [Work history]
  - (d) [Whether or not order commencing bankruptcy proceedings has been issued]
- (3) [Overview of any other affiliated corporations]
  - (i) [Name, amount of stated capital, and details of business]
  - (ii) [Outline of the relevant business]
  - (iii) [Capital relationship]
  - (iv) [Concurrent holding of positions by officers]
  - (v) [Other]

## 5. [Information for reference]

### (Instructions on Preparation)

#### (1) General instructions

- a. The matters to be stated may accompany representation using figures, etc., if such representation helps investors easily understand the content. In this case, attention needs to be paid to prevent investors from being misled by such representation.
- b. With regard to the matters to be stated in relation to monetary amounts, if amounts are denominated in non-Japanese currency, also specify the amounts converted into Japanese currency for major matters.
- c. If an amount denominated in non-Japanese currency is converted into Japanese currency, set down in the notes the criteria of conversion used for the conversion.
- d. When stating the name of a company or a person or the like, add a note of the name written in the original language.
- e. If there is information on any company that is judged to have a material impact on investment decisions (for example, a company which received the deposit or a trustee) with regard to the specified depository receipts or beneficiary certificates of regulated securities in trust issued by the reporting entity, disclose relevant information in the same manner as under Part III. "Section 2. Information on companies other than guarantor company" of Form 2 of the Cabinet Office Order on Disclosure of Corporate Affairs, by adding the item "3-2. Information on any other material company" after "3. Accounting status of trust property" of this Form.
- f. These Instructions on Preparation merely provide general standards. If there is any unavoidable reason for not complying with these standards, state information differently while based on these instructions
- g. When stating information in a semiannual securities report, disclose relevant information in the same manner as under Instructions on Preparation of Form 6-2 and Form 12, except as otherwise provided in the following.

(2) Status of loss and delinquency

Disclose information for the accounting periods (the accounting period means the period specified in Article 23; the same applies in (3) and (4)) that ended within one year prior to the submission date of the semiannual securities report, in the same manner as under Instructions on Preparation (27) of Form 6.

(3) Changes in earnings status

Disclose information for the accounting periods that ended within one year prior to the submission date of the semiannual securities report, in the same manner as under Instructions on Preparation (28) of Form 6.

(4) Record of buy-back, etc.

Disclose information for the accounting periods that commenced within one year prior to the submission date of the semiannual securities report, in the same manner as under Instructions on Preparation (4) of Form 9-2.

## Form 13

[Balance sheet of fund pertaining to foreign investment trust securities (status of assets and liabilities)]

		Previous accounting period (Date)		Current accounting period (Date)		
Items	Note no.	Amount (yen)		Share (%)	Amount (yen)	Share (%)
I. Assets			xxx			xxx
Investment securities						
Share certificates		xxx			xxx	
Public and corporate bond certificates		xxx			xxx	
.....		xxx	xxx		xxx	xxx
Cash and deposits			xxx			xxx
Accounts receivable						
Receivables for securities issued		xxx			xxx	
Receivables for investment securities		xxx			xxx	
Dividends receivable		xxx			xxx	
Accrued interest		xxx	xxx		xxx	
.....		xxx			xxx	
Other		xxx	xxx		xxx	xxx
.....						
II. Liabilities			xxx			xxx
Borrowings			xxx			xxx
Accounts payable						
Payables for securities issued		xxx			xxx	
Payables for investment securities		xxx			xxx	
Dividends payable (or distributions payable)		xxx			xxx	
.....		xxx			xxx	

Expenses payable			xxx			xxx	
Administration fees payable			xxx			xxx	
Custodian fees payable			xxx			xxx	
Advisory fees payable			xxx			xxx	
Other fees payable			xxx			xxx	
Personnel expenses payable			xxx			xxx	
Officers' remuneration payable		xxx	xxx		xxx	xxx	
.....		xxx	xxx		xxx	xxx	
.....							
Other		xxx	xxx		xxx	xxx	
.....							
III. Net assets (I - II)			xxx			xxx	
Stated capital (or principal)			xxx			xxx	
Net income for the current period (or net loss for the current period)			xxx			xxx	
.....			xxx			xxx	

[Number of investment units issued]

[Net assets per unit]

(Instructions on Preparation)

- (1) This Form merely provides general standards. If there is any unavoidable reason for not complying with these standards, state information differently while based on this Form.
- (2) For any assets or liabilities which are not categorized under the account titles set forth in the Form and whose amount exceeds one percent of the total amount of assets or liabilities, state them under an account title given a name that indicates the details of the assets or liabilities. If that account title is for a special purpose or its name is difficult to understand, set down the details thereof in the notes in the lower margin of the page.
- (3) For "Investment securities," state the amount valuated by the same method as the valuation method used when calculating the amount of net assets, and state such fact and the calculation method in the notes in the lower margin of the page. In addition, state any short-term government securities, etc. temporarily invested as surplus funds, by including them in "Cash and deposits."
- (4) For "Borrowings," set down the amount, purpose of borrowing, and borrowing conditions for each lender as of the end of the latest business year, in the notes in the lower margin of the page.

## Form 13-2

[Profit and loss statement of fund pertaining to foreign investment trust securities]

		Previous accounting period (From To)			Current accounting period (From To)		
Items	Note no.	Amount (yen)		Percent age (%)	Amount (yen)		Percent tage (%)
I. Investment gain or loss			xxx			xxx	
Dividends and other revenues							
Dividends		xxx			xxx		
Interest		xxx			xxx		
.....		xxx	xxx		xxx	xxx	
Net gain or loss on trading of investment securities							
Net gain on trading		xxx			xxx		
Net loss on trading		xxx	xxx		xxx	xxx	
Increase or decrease in net gain or loss on trading of investment securities							
		xxx			xxx		
Valuation gain or loss at the end of the previous period		xxx	xxx		xxx	xxx	
Valuation gain or loss at the end of the current period							
			xxx			xxx	
Other			xxx			xxx	



.....			xxx			xxx	
II. Non-investment gain or loss		xxx			xxx		
Expenses		xxx			xxx		
Management fees		xxx			xxx		
Custodian fees		xxx			xxx		
Advisory fees		xxx			xxx		
Other fees		xxx			xxx		
Personnel expenses		xxx	xxx		xxx	xxx	
Officers' remuneration			xxx			xxx	
.....		xxx			xxx		
Dividends (or distributions)		xxx			xxx		
Dividends and other revenues		xxx	xxx		xxx	xxx	
Net gain on trading of investment securities							
.....		xxx	xxx		xxx	xxx	
Other			xxx			xxx	
.....							
III. Net income for the period (or net loss for the period) (I + II)							

(Instructions on Preparation)

- (1) This Form merely provides general standards. If there is any unavoidable reason for not complying with these standards, state information differently while based on this Form.
- (2) For any gain or loss which is not categorized under the account titles set forth in the Form and whose amount exceeds ten percent of the total amount of investment gain or loss or non-investment gain or loss, state them under an account title given a name that indicates the details of the gain or loss. If that account title is for a special purpose or its name is difficult to understand, set down the details thereof in the notes in the lower margin of the page.
- (3) For "Management fees," "Custodian fees," "Advisory fees," and "Other fees," set down the amount paid for each payment recipient during the latest business year, in the notes in the lower margin of the page. However, if these amounts are stated in "Part II. Fund information," "Section 1. Status of fund," "4. Fees, etc. and taxes," "(3) Management fees, etc." of Form 4-2 pursuant to Instructions on Preparation (25) of that Form, such fact may be stated in lieu of setting down the notes.

Form 16

[Cover page]

[Shelf registration number]

[Document to be submitted]

[Authority to which this document is to be submitted]

Shelf registration statement

Director-General of the Kanto Local  
Finance Bureau

[Submission date]

[Issuer name]

[Title and name of representative person]

[Location of head office]

[Name of agent] (2)

[Address or location of agent]

[Name of contact person]

[Contact address]

[Telephone number]

[Name of foreign investment corporation pertaining to foreign investment securities  
for public offering (secondary distribution) to which the shelf registration relates]

[Legal form of foreign investment securities for public offering (secondary  
distribution) to which the shelf registration relates]

[Planned issue period] (4)

From the scheduled effective date of  
shelf registration under this shelf  
registration statement  
( ) through the date on  
which \_\_\_\_ years elapse therefrom  
( )

[Planned amount of issue or maximum outstanding balance] (5)

[Matters related to stabilizing transactions] (6)

[Place for public inspection] (7)

Name:

(Location)

Part I [Information on securities] (8)

Section 1. [Foreign investment securities (excluding foreign investment equity  
subscription rights certificates and foreign investment corporation bond  
certificates)]

(1) [Name of foreign investment corporation]

(2) [Legal form, etc. of foreign investment securities]

(3) [Outline of underwriting, etc.]

(4) [Use of proceeds]

(5) [Other]

Section 2. [Foreign investment equity subscription rights certificates]

(1) [Name of foreign investment corporation]

(2) [Legal form, etc. of foreign investment equity subscription rights certificates]

(3) [Details of foreign investment equity subscription rights]

(4) [Outline of underwriting, etc.]

(5) [Use of proceeds]

(6) [Other]

Section 3. [Foreign investment corporation bond certificates (excluding short-term foreign bonds)]

(1) [Issue name]

(2) [Legal form, etc. of foreign investment corporation bond certificates]

(3) [Outline of underwriting, etc.]

(4) [Foreign investment corporation bond manager or managing company of foreign investment corporation bonds]

(5) [Matters related to book-entry transfer institution]

(6) [Registration date and registration number of foreign investment corporation]

(7) [Use of proceeds]

(8) [Other]

Part II. [Reference information] (9)

Section 1. [Reference documents]

For the matters set forth in Article 5, paragraph (1), item (ii) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, refer to the following documents.

1. [Annual securities report and its attached documents]

Accounting period,      th period (from      to      ), submitted to Director-General of the Kanto Local Finance Bureau on      .

Accounting period,      th period (from      to      ), scheduled to be submitted to Director-General of the Kanto Local Finance Bureau by      .

2. [Semiannual securities report]

Accounting period,      th period (from      to      ), submitted to Director-General of the Kanto Local Finance Bureau on      .

Accounting period,      th period (from      to      ), scheduled to be submitted to Director-General of the Kanto Local Finance Bureau by      .

3. [Extraordinary report]

After the submission of an annual securities report referred to in 1. but before the date of submission of this shelf registration statement (date:      ), an extraordinary report to the Director-General of the Kanto Local Finance Bureau was submitted on      .

4. [Foreign company report and its supplementary documents]

Accounting period,      th period (from      to      ), submitted to Director-General of the Kanto Local Finance Bureau on      .

Accounting period,      th period (from      to      ), scheduled to be submitted to Director-General of the Kanto Local Finance Bureau by      .

5. [Foreign company semiannual securities report and its supplementary documents]

Accounting period,      th period (from      to      ), submitted to Director-General of the Kanto Local Finance Bureau on      .

Accounting period,    th period (from                   to                   ), scheduled to be submitted to Director-General of the Kanto Local Finance Bureau by                   .

6. [Foreign company ad hoc report]

After the submission of a foreign company report and its supplementary documents referred to in 4. but before the date of submission of this statement (date:                   ), a foreign company ad hoc report to the Director-General of the Kanto Local Finance Bureau was submitted on                   .

7. [Amendment report]

An amendment report (an amendment report related to                   above) was submitted to the Director-General of the Kanto Local Finance Bureau on                   .

Section 2. [Supplementary information to reference documents] (10)

Section 3. [Place of public inspection of reference documents]

Name:

(Location)

(Instructions on Preparation)

(1) General instructions

- a. With regard to the matters to be stated in relation to monetary amounts, if amounts are denominated in non-Japanese currency, also specify the amounts converted into Japanese currency for major matters.
- b. If an amount denominated in non-Japanese currency is converted into Japanese currency, set down in the notes the criteria of conversion used for the conversion.

(2) Name of agent

State the name of the person domiciled in Japan who is authorized to represent the issuer for any acts related to the submission of the shelf registration statement (hereinafter referred to as an "agent" in (2); if the agent is a corporation, the name of the corporation and its representative person) (in the case of submission of the shelf registration statement in writing pursuant to Article 27-30-5, paragraph (1) of the Act, also the signature of the agent (if the agent is a corporation, the signature of its representative person)).

(3) Legal form of foreign investment securities for public offering (secondary distribution) to which the shelf registration relates

State the legal form (such as whether the securities are equivalent to the investment securities set forth in Article 2, paragraph (1), item (xi) of the Act, foreign investment equity subscription rights certificates, or foreign investment corporation bond certificates (excluding short-term foreign bonds)) of foreign investment securities for which public offering or secondary distribution is scheduled under the shelf registration.

(4) Planned issue period

- a. State either one year or two years depending on the period scheduled for public offering or secondary distribution under the shelf registration.
- b. For the scheduled date for the shelf registration to come into effect, state the day when the period designated by the Director-General of the Kanto Local Finance Bureau on finding that the particulars set forth in Article 5,

paragraph (1), item (ii) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act with regard to the shelf registration holder are already widely available to the public pursuant to Article 8, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 23-5, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, elapses from the date of submission of the shelf registration statement.

(5) Planned amount of issue or maximum outstanding balance

State whichever of "planned amount of issue" or "maximum amount of outstanding balance" was chosen for the issue value or distribution value of foreign investment securities scheduled for public offering or secondary distribution under the shelf registration, and state the "total amount" or "maximum amount" thereof.

If "maximum amount of outstanding balance" was chosen and the legal form of foreign investment securities scheduled for public offering under the shelf registration is foreign investment corporation bond certificates (excluding short-term foreign bonds), state the date and amount of redemption of those foreign investment corporation bond certificates issued through public offering before the submission date of this shelf registration statement which are scheduled to be redeemed within the planned issue period stated in the shelf registration statement.

(6) Matters related to stabilizing transactions

If there is a possibility of any stabilizing transactions provided in Article 20, paragraph (1) of the Order, state the matters set forth in the items of Article 21 of the Order.

(7) Place for public inspection

State the location of the financial instruments exchange or the authorized financial instruments firms association where documents are to be made available for public inspection.

(8) Information on securities

Disclose relevant information in the same manner as under Part I of Form 22. However, all or part of the matters to be stated may be omitted.

(9) Reference information

- a. If an extraordinary report or foreign company ad hoc report is contained in the reference documents, state the reason for submission, namely, under which of the items of Article 29, paragraph (2) the report was submitted.
- b. If an amendment report is contained in the reference documents, state the name of the document to which the amendment report relates.
- c. In the case of stating the due date for the submission of the same type of documents as an annual securities report, semiannual securities report, foreign company report, or foreign company semiannual securities report (hereinafter referred to as "annual securities report, etc." in c) pursuant to Article 23-4, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, state the due date for the submission of the annual securities report, etc. to be submitted during the planned issue period in "1. Annual securities report and its attached documents," "2. Semiannual securities report," "4. Foreign company report and its supplementary

documents," and "5. Foreign company semiannual securities report and its supplementary documents."

(10) Supplementary information to reference documents

- a. In the case where the reference documents are a foreign company report and its supplementary documents, a Japanese translation of the matters stated in these documents which are equivalent to the matters to be stated in the items of Form 8 that are deemed necessary and appropriate for the public interest or investor protection by the reporting entity (limited to the items other than those set forth in the items of Article 27-3, paragraph (3), item (ii)) is to be stated.
- b. In the case where the reference documents contain an amendment report for a foreign company report and its supplementary documents, a foreign company semiannual securities report and its supplementary documents, and an amendment report for these documents, disclose relevant information in the same manner as under a.