

投資事業有限責任組合契約に関する法律施行令 Enforcement Order of the Limited Partnership Act for Investment

(平成十年六月二十四日政令第二百三十五号)
(Cabinet Order No. 235 of June 24, 1998)

(新株予約権付社債に準ずる社債)

(Bonds Equivalent to Bond with Share Options)

第一条 投資事業有限責任組合契約に関する法律（平成十年法律第九十号。以下「法」という。）第三条第一項第二号の政令で定める社債は、新株予約権を発行する者が当該新株予約権とともに募集し、かつ、割り当てたものとする。

Article 1 The bonds to be prescribed by Cabinet Order pursuant to Article 3 (1)(ii) of the Limited Partnership Act for Investment (Act No. 90 of 1998; hereinafter referred to as the "Act") are to be those that a person, who issues share options, offers and allocates together with the relevant share options.

(指定有価証券)

(Designated Securities)

第二条 法第三条第一項第三号の事業者の資金調達に資するものとして政令で定める有価証券は、次に掲げるものとする。

Article 2 The securities to be prescribed by Cabinet Order pursuant to Article 3 (1)(iii) of the Act as contributing to the procuring of capital by an Enterprise are to be the following:

一 証券取引法（昭和二十三年法律第二十五号）第二条第一項第四号に掲げる社債券（法第三条第一項第二号に規定する新株予約権付社債等（以下単に「新株予約権付社債等」という。）を除く。）

(i) the bonds prescribed in the Securities and Exchange Act (Act No. 25 of 1948) Article 2 (1)(iv) (excluding bond with share options, etc., as prescribed in Article 3 (1)(ii) of the Act; hereinafter simply referred to as "bond with share options, etc.");

二 証券取引法第二条第一項第八号に掲げる約束手形

(ii) promissory notes as set forth in the Securities and Exchange Act Article 2 (1)(viii); and

三 前二号に掲げる有価証券に表示されるべき権利であつて、証券取引法第二条第二項の規定により、有価証券とみなされるもの

(iii) rights that are to be represented in securities as prescribed in the preceding two items, that are deemed to be securities pursuant to Securities and Exchange Act Article 2 (2).

(特定指定有価証券の保有期間)

(Period of Holding of Specified Designated Securities)

第三条 法第三条第一項第三号の政令で定める期間は、六月とする。

Article 3 The period to be prescribed by Cabinet Order pursuant to Article 3 (1)(iii) of the Act is to be six months.

(特定金銭債権の保有期間)

(Period of Holding of Specified Monetary Claims)

第四条 法第三条第一項第四号の政令で定める期間は、六月とする。

Article 4 The period to be prescribed by Cabinet Order pursuant to Article 3 (1)(iv) of the Act is to be six months.

(特定中小企業等)

(Specified Small and Medium Sized Enterprises)

第五条 法第三条第一項第七号の政令で定める者は、次に掲げる者とする。

Article 5 A person to be prescribed by Cabinet Order pursuant to Article 3 (1)(vii) of the Act is to be any of the following persons:

一 中小企業者（中小企業基本法（昭和三十八年法律第百五十四号）第二条第一項各号に掲げるものをいう。次号において同じ。）に該当する株式会社その他の株式会社であって次のいずれかに該当するもののうち、証券取引法第二条第十六項に規定する証券取引所に上場されておらず、かつ、同法第七十五条第一項の店頭売買有価証券登録原簿に登録されていない株式を発行する株式会社

(i) a stock company which is a Small or Medium Sized Enterprise (meaning a person as set forth in each item of Article 2 (1) of the Small and Medium-sized Enterprise Basic Act (Act No. 154 of 1963); the same applies in (ii) below) or other stock company that is covered by any of the following, which is not listed on a securities exchange as prescribed in the Securities Exchange Act Article 2 (16), and is a stock company which issues share that are not registered in the registry of over-the-counter traded securities as prescribed in Article 75 (1) of the same Act:

イ 資本の額が五億円以下のもの

(a) The amount of capital is not more than 500 million yen;

ロ 常時使用する従業員の数が千人以下のもの

(b) The number of regularly hired employees is not more than 1,000;

ハ 最終の貸借対照表の負債の部に計上した金額の合計額が二百億円以下のもの

(c) The total amount stated in the liabilities section of its final balance sheet is not more than 20 billion yen;

ニ 前事業年度において次の（１）に掲げる額の（２）に掲げる額に対する割合が百分の三を超えるもの

(d) If the ratio of the amount set forth in (1) below to the amount set forth in (2) below exceeds three percent in the previous business year:

(1) 試験研究費及び法人税法施行令（昭和四十年政令第九十七号）第十四条第一項第五号に規定する開発費の合計額

1. the total of the testing and research expenses as well as the development expenses set forth in Article 14 (1)(v) of the Order for the Enforcement of the Corporation Tax Act (Cabinet Order No. 97 of 1965); and

(2) 総収入金額から固定資産又は法人税法（昭和四十年法律第三十四号）第二条第二十一号に規定する有価証券の譲渡による収入金額を控除した金額

2. the balance of gross income minus income from transfer of fixed assets, or securities as prescribed in Article 2 (xxi) of the Corporation Tax Act (Act No. 34 of 1965).

ホ 設立の日以後一年を経過していないものであって、常勤の研究者の数が二人以上であり、かつ、当該研究者の数の常勤の役員及び従業員の数の合計に対する割合が十分の一以上であるもの

(e) An entity (i) of which less than one year has passed since its incorporation, (ii) which has at least two full time researchers, and (iii) of which the number of full time researchers is at least 10 percent of the total of full time officers and employees thereof.

二 中小企業者に該当する合名会社、合資会社、有限会社及び個人

(ii) an incorporated general partnership (gomei kaisha), incorporated limited partnership (goshi kaisha), a limited liability company (yugen kaisha) or an individual which constitutes a small and medium-sized enterprise; or

三 企業組合及び協業組合

(iii) enterprise cooperatives (kigyo kumiai) or a cooperative partnership (kyogyo kumiai).

(一の投資組合等又は投資営業者に対する投資組合向け出資等の割合)

(Ratio of Contributions for Investment Partnership Into One Investment Partnership, or Investment Business Operator)

第六条 法第三条第一項第九号の政令で定める割合は、百分の五十とする。

Article 6 The ratio to be prescribed by Cabinet Order pursuant to Article 3 (1)(ix) of the Act is to be 50/100.

(投資事業有限責任組合の業務の執行を実質的に支配する関係を有する者)

(Person Who Is in the Position of Having Substantial Control Over the Execution of the Business of an Investment Limited Partnership)

第七条 法第三条第一項第九号イの政令で定める投資組合等は、次に掲げるものとする。

Article 7 (1) An Investment Partnership, Etc., to be prescribed by Cabinet Order pursuant to Article 3 (1)(ix)(a) of the Act is to be any of the following:

一 投資事業有限責任組合の無限責任組合員（無限責任組合員が数人あるときは、そのいずれか一人の無限責任組合員。以下同じ。）である株式会社の総株主の議決権の過半数を有する者がその業務を執行する者である投資組合等

(i) an investment partnership, etc., in which a person who holds a majority of the votes of all shareholders in a stock company that is unlimited liability partner in an Investment Limited Partnership (or one of the unlimited liability partners if there is more than one unlimited liability partners; the same applies hereinafter) executes the business thereof; or

二 投資事業有限責任組合の無限責任組合員である有限会社の総社員の議決権の過半数を有する者がその業務を執行する者である投資組合等

(ii) an investment partnership, etc., in which a person who holds the majority of the votes of all equity members of a limited liability company that is the unlimited liability partner in an investment limited partnership executes the business thereof.

2 法第三条第一項第九号ロの政令で定める者は、次に掲げる者とする。

(2) The persons to be prescribed by Cabinet Order pursuant to Article 3 (1)(ix)(b) of the Act is to be a person prescribed below:

一 投資事業有限責任組合の無限責任組合員である株式会社の総株主の議決権の過半数を有する者

(i) a person who holds a majority of the votes of all shareholders in a stock company that is the unlimited liability partner in an investment limited partnership; or

二 投資事業有限責任組合の無限責任組合員である有限会社の総社員の議決権の過半数を有する者

(ii) a person who holds a majority of the votes of all equity members of a limited liability company that is an unlimited liability partner in an investment limited partnership.

(付随事業)

(Ancillary Business)

第八条 法第三条第一項第十号の政令で定める事業は、同項第三号に規定する指定有価証券に表示されるべき権利又は同項第四号の金銭債権に係る担保権の目的である不動産（担保権の目的が土地である場合にあっては当該土地の隣地、担保権の目的が建物である場合にあっては当該建物の所在する土地及びその隣地を含む。）及び動産の売買、交換若しくは貸借又はその代理若しくは媒介を行う事業とする。

Article 8 The business activities to be prescribed by Cabinet Order pursuant to Article 3 (1)(x) of the Act are to be the business of engaging in the purchase, sale, exchange or lease, or broking or intermediation of, real estate or movable property in which a security interest is created in respect of rights that are represented by designated securities as prescribed in Article 3 (1)(ii) thereof or monetary claims as prescribed in Article 3 (1)(iv) thereof (which in the case that the objective of the security interest is land includes neighboring land to the relevant land, and in the event that the object of the security interest is a building includes the land and neighboring land on which said building is

located).

(外国法人の発行する株式の取得等)

(Acquiring Shares Issued by a Foreign Corporation)

第九条 法第三条第一項第十一号に掲げる事業については、同項第九号の規定による出資の価額並びに同項第十一号イの規定による取得及び同号ロの規定による出資の価額の合計額の総組合員の出資の総額に対する割合が百分の五十に満たない範囲内において、組合契約の定めるところにより、行わなければならない。

Article 9 The business activities set forth in Article 3 (1)(xi) of the Act must be conducted as set forth in the partnership agreement, limited to an extent in which the ratio of the total of the market value of the contributions pursuant to Article 3 (1)(ix) of the Act and the market value of the acquisition set forth in Article 3 (1)(xi)(a) thereof as well as the market value of the contributions pursuant to Article 3 (1)(xi)(b) thereof is less than 50/100 of the total capital contribution of all partners.

(余裕金の運用方法)

(Manner of Investment of Surplus Funds)

第十条 法第三条第一項第十二号の政令で定める方法は、次に掲げるものとする。

Article 10 The manner to be prescribed by Cabinet Order pursuant to Article 3 (1)(xii) of the Act is to be the following:

一 銀行その他の金融機関への預金又は郵便貯金

(i) deposits with banks or other financial institutions, or postal savings;

二 国債、地方債、政府保証債（その元本の償還及び利息の支払について政府が保証する債券をいう。）又は銀行その他の金融機関の発行する債券の取得

(ii) acquisition of Japanese government bonds, local government bonds or bonds guaranteed by the government (meaning bonds for which the government guarantees payment of the principal and interest) or issued by a bank or other financial institution;

三 特別の法律により設立された法人の発行する債券（前号に規定する債券に該当するものを除く。）の取得

(iii) acquisition of bonds issued by a juridical person that is incorporated under a special law (excluding those bonds set forth in the preceding item);

四 信託業務を営む銀行又は信託会社への金銭信託

(iv) money trusts in a bank that engages in the trust business, or a trust company;

五 投資信託又は貸付信託の受益証券の取得

(v) acquiring beneficiary certificates in investment trusts or loan trusts;

六 次に掲げる証書をもって表示される金銭債権の取得

(vi) acquiring monetary claims that are represented by any of the following certificates:

イ 譲渡性預金証書

(a) Negotiable certificates of deposit; and

ロ 証券取引法第二条第一項第八号に掲げる約束手形（法第三条第一項第三号に規定する特定指定有価証券であるものに限る。）

(b) Promissory notes as set forth in Securities and Exchange Act Article 2

(1)(viii) (limited to those that are specified designated securities as set forth in Article 3 (1)(iii) of the Act).

七 外国の政府若しくは地方公共団体、国際機関、外国の政府関係機関（その機関の本店又は主たる事務所の所在する国の政府が主たる出資者となっている機関をいう。）、外国の地方公共団体が主たる出資者となっている法人又は外国の銀行その他の金融機関が発行し、又は債務を保証する債券の取得

(vii) acquiring bonds that a foreign government, local government, international organization, foreign government affiliated institution (meaning an institution in which the main equity investor is the government of the country in which the head office or principle office of the institution is located), a juridical person in which a local government of a foreign country is the main equity investor, or a foreign bank or other financial institution issues or guarantees the debts thereof.

（組合員の数の合計）

(Total Number of Partners)

第十一条 法第三条第四項の政令で定める数は、百人とする。ただし、法第六条の二第一項に規定する特定組合（第十三条において単に「特定組合」という。）については、適格機関投資家（証券取引法第二条第三項第一号に規定する適格機関投資家をいう。第十三条第一号において同じ。）以外の組合員の数は、四十九人を超えてはならない。

Article 11 The number to be prescribed by Cabinet Order pursuant to Article 3 (4) of the Act is to be 100 individuals; provided, however, that in a specified partnership as prescribed in Article 6-2 (1) of the Act (which in Article 13 is referred to simply as a "specified partnership") the number of partners other than qualified institutional investors (meaning qualified institutional investors as set forth in Article 2 (3)(i) of the Securities and Exchange Act; the same applies to Article 13 (i) hereof) must not exceed 49 individuals.

（中小未公開企業株式取得等事業）

(Business of Acquiring Shares of Unlisted Small or Medium Sized Enterprises)

第十二条 法第六条の二第一項の政令で定める事業は、次に掲げるものとする。

Article 12 The business to be prescribed by Cabinet Order pursuant to Article 6-2 (1) of the Act is to be the following:

一 株式会社（法第三条第一項第七号に規定する特定中小企業等（以下単に「特定中小企業等」という。）に限る。次号において同じ。）の設立に際して発行する株式の取得及び保有並びに有限会社（特定中小企業等に限る。次号において同じ。）又

は企業組合の設立に際しての持分の取得及び当該取得に係る持分の保有

- (i) acquiring and holding of shares issued by joint share companies (limited to a specified small and medium-sized enterprise, etc., as prescribed in Article 3 (1)(vii) of the Act (hereinafter simply referred to as "specified small and medium-sized enterprise , etc."; the same applies to the following item)) upon their establishment as well as acquiring and holding of equity shares of a limited liability company (limited to a specified small and medium-sized enterprise, etc.; the same applies to the following item) or enterprise cooperatives upon their establishment;

二 株式会社の発行する株式、新株予約権若しくは新株予約権付社債等又は有限会社若しくは企業組合の持分の取得及び保有

- (ii) acquiring and holding of shares, share options or bond with share options, etc., issued by a stock company, or equity shares issued by a limited liability company or enterprise cooperatives;

三 前二号の規定により投資事業有限責任組合（以下この条（第十二号を除く。）において「組合」という。）がその株式、新株予約権若しくは新株予約権付社債等を保有している株式会社（特定中小企業等を除く。第九号において同じ。）の発行する株式、新株予約権若しくは新株予約権付社債等又は組合がその持分を保有している有限会社（特定中小企業等を除く。第九号において同じ。）の持分の取得及び保有

- (iii) acquiring and holding of shares, share options, and bond with share options, etc. issued by a stock company (excluding a specified small and medium-sized enterprise , etc.; the same applies to item (ix)) in which the investment limited partnership (hereinafter referred to in this Article (hereinafter referred to as "partnership" in this Article (excluding item (xii))) holds shares, share options, and bond with share options, etc. of the stock company or an equity interest in a limited liability company (excluding a specified small and medium-sized enterprise, etc.; the same applies to item (ix)) in which the partnership holds an equity interest, pursuant to the preceding two items;

四 株式等保有会社（前三号の規定により組合がその株式、新株予約権若しくは新株予約権付社債等又はその持分を保有している株式会社等（株式会社及び有限会社をいう。以下この号、次号及び第八号において同じ。）をいう。以下同じ。）が合併により消滅する場合において、存続会社（合併後存続する株式会社等又は合併により設立する株式会社等であって、特定中小企業等及び株式等保有会社以外のものをいう。以下この号において同じ。）が当該合併に際して割り当てる株式若しくは持分又は存続会社（株式会社に限る。）がその義務を承継した新株予約権若しくは新株予約権付社債等の取得及び保有

- (iv) in the event that a share held company (meaning a stock company, etc. (meaning a stock company or a limited liability company; the same applies hereinafter in this item, the following item and item (viii)) in which the

partnership holds shares, share options or bond with share options, etc., or an equity share pursuant to the three preceding items; the same applies hereafter.) ceases to exist as a result of a merger-acquiring and holding shares or equity shares allocated by the surviving company (meaning a stock company, etc., that survives after the merger or a stock company, etc., that is incorporated as a result of the merger, and is neither a specified small and medium-sized enterprise, etc., nor a share held company; the same applies in the following item) or share options or bond with share options, etc., in respect of which the surviving company (limited to a stock company) has assumed the obligation thereof;

五 株式等保有会社が分割により承継会社（新設分割により設立する株式会社等又は吸収分割により営業を承継する株式会社等であって、特定中小企業等及び株式等保有会社以外のものをいう。以下この号において同じ。）に営業を承継させる場合において、当該承継会社が当該株式等保有会社の株主に対して当該分割に際して割り当てる株式若しくは持分又は当該承継会社（株式会社に限る。）がその義務を承継した新株予約権若しくは新株予約権付社債等の取得及び保有

(v) if a share held company transfers its business to a successor company (meaning a stock company, etc., incorporated as a result of incorporation-type company split, or a stock company, etc., that assumes the business as a result of an absorption-type company split, and is neither specified small and medium-sized enterprise, etc. nor a share held company; the same applies in this item) as a result of a corporate separation -acquiring and holding of shares or equity shares that the successor company allocates to shareholders of the share held company at the time of the corporate separation, or share options or bond with share options, etc. in respect of which the successor company (limited to a stock company) has assumed the obligation thereof;

六 株式等保有会社（株式会社に限る。以下この号において同じ。）が株式交換又は株式移転により完全子会社（商法（明治三十二年法律第四十八号）第三百五十二条第一項に規定する完全子会社をいう。第八号において同じ。）となる場合において、特定完全親会社（株式交換により完全親会社（同項に規定する完全親会社をいう。以下この号において同じ。）となる株式会社又は株式移転により設立する完全親会社であって、特定中小企業等及び株式等保有会社以外の株式会社をいう。以下この号において同じ。）が当該株式交換若しくは株式移転に際して割り当てる株式又は特定完全親会社がその義務を承継した新株予約権の取得及び保有

(vi) if a share held company (limited to a stock company; the same applies to the this item) becomes a wholly owned subsidiary (meaning a wholly owned subsidiary as set forth in Commercial Code (Act No. 48 of 1899) Article 352 (1); the same applies in item (viii)) as a result of a share-for-share exchange or a share transfer-the acquiring and holding of shares that the specified wholly owning parent company (meaning the stock company that becomes a wholly owning parent company (meaning a wholly owning parent company as

set forth in said paragraph; the same applies hereinafter in this item) through the exchange of shares or the wholly owning parent company incorporated through the transfer of shares and which is a stock company other than a specified small and medium-sized enterprise, etc. or a share held company; hereinafter the same applies in this item) allocates as a result of the exchange of shares or the transfer of shares, or the share options in respect of which the specified wholly owning parent company has assumed the obligation thereof;

七 株式等保有会社等（株式等保有会社及び組合がその持分を保有している企業組合をいう。以下この号において同じ。）に対する金銭の新たな貸付け及び当該貸付けに係る金銭債権であって株式等保有会社等に対するものの保有

(vii) making of new cash loans to a share held company, etc. (meaning a share held company or enterprise cooperatives in which the partnership holds an equity interest; the same applies hereinafter in this item) and the holding of monetary claims in connection with the relevant loans;

八 組合が前号の規定により保有することとなった金銭債権であって、株式等保有会社が合併により消滅する場合における存続会社（合併後存続する株式会社等又は合併により設立する株式会社等であって、株式等保有会社以外のものをいう。）若しくは分割により承継会社（新設分割により設立する株式会社等又は吸収分割により営業を承継する株式会社等であって、株式等保有会社以外のものをいう。以下この号において同じ。）に営業を承継させる場合における当該承継会社がその債務を承継したもの又は株式等保有会社（株式会社に限る。）が株式交換若しくは株式移転により完全子会社となる場合における当該完全子会社に対するものの保有

(viii) in the event of monetary claims that the partnership holds pursuant to the preceding item, the holding of monetary claims, the obligations of which, in the event the share held company disappears as a result of a merger, the surviving company (meaning a stock company, etc., that survives after the merger, or a stock company, etc., incorporated as a result of the merger, that is other than a share held company) assumes, or in the event a successor company (meaning a stock company, etc. that is incorporated as a result of incorporation-type company split or a stock company, etc. that assumes the business as a result of an absorption-type company split, that is other than a share held company; the same applies hereinafter in this item) assumes the business pursuant to a corporate separation, the successor company assumes, or those against a wholly owned subsidiary in the event that the share held company (limited to a stock company) becomes the wholly owned subsidiary as a result of an exchange of share or a transfer of share;

九 特定中小企業等又は第三号の株式会社若しくは有限会社の所有する工業所有権又は著作権の取得及び保有（これらの権利に関して利用を許諾することを含む。）

(ix) acquiring and holding of industrial property rights or copyrights held by a specified small and medium-sized enterprise, etc., or a stock company or a

limited liability company as prescribed in item (iii) (including granting a license to use the rights relating thereto);

十 特定中小企業等（投資事業を営む者を除く。）を相手方とする匿名組合契約（商法第五百三十五条の匿名組合契約をいう。以下同じ。）の出資の持分又は信託の受益権（特定中小企業等の営む事業から生ずる収益又は利益の分配を受ける権利に限る。）の取得及び保有

(x) acquiring and holding of equity investment in an silent partnership (tokumei kumiai) Agreement (meaning an silent partnership agreement under Article 535 of the Commercial Code; the same applies hereinafter) of which a party is a specified small and medium-sized enterprise, etc. (other than a person who engages in the investment business) or beneficial interest (limited to rights to receive distributions of earnings or profits arising from a business carried on by a specified small and medium-sized enterprise, etc.);

十一 前各号の規定により組合がその株式、持分、新株予約権、新株予約権付社債等、金銭債権、工業所有権、著作権又は信託の受益権を保有している特定中小企業等に対して経営又は技術の指導を行う事業

(xi) provisions of management-related advice or technical guidance to a specified small and medium-sized enterprise, etc. in which the partnership owns shares, equity interest, share options, bond with share options, etc., monetary claims, industrial property, copyrights or beneficial interest of trust pursuant to any of the preceding items;

十二 次に掲げる事業であつて、イの規定による取得及びロの規定による出資の価額の合計額の総組合員の出資の総額に対する割合が百分の五十に満たない範囲において、組合契約の定めるところにより、前各号に掲げる事業の遂行を妨げない限度において行うもの

(xii) the following business activities conducted in the manner set forth in the partnership agreement, to the extent that there is no hindrance to the conduct of business activities set forth in each of the preceding items, and limited to an extent in which the ratio of the total of the price of acquisition as set forth in (a) below and the market value of contributions as set forth in (b) below is less than 50/100 of the total capital contribution of all partners:

イ 外国法人であつて、その発行する株式が証券取引法第二条第十六項に規定する証券取引所及びこれに類似するものであつて外国に所在するものに上場されておらず、かつ、同法第七十五条第一項の店頭売買有価証券登録原簿及びこれに類似するものであつて外国に備えられるものに登録されていないものの発行する株式、新株予約権、新株予約権付社債等又はこれらに類似するものの取得及び保有

(a) Acquiring and holding of shares, share options, bond with share options, etc., and similar instruments that are issued by a foreign corporation whose share that it issues is not listed on a share exchange as set forth in Securities and Exchange Act Article 2 (16) or a similar exchange located in a foreign country, and is not registered in the over-the-counter traded

securities registry as prescribed in Article 75 (1) of the same Act or a similar registry located in a foreign country.

- ロ 投資事業有限責任組合若しくは民法（明治二十九年法律第八十九号）第六百六十七條第一項に規定する組合契約で投資事業を営むことを約するものによって成立する組合若しくは外国に所在するこれらの組合に類似する団体に対する出資又は投資事業を営む者を相手方とする匿名組合契約に基づく出資

(b) Investment in an investment limited partnership or a partnership formed by a partnership agreement as set forth in Civil Code (Act No. 89 of 1896) Article 667 (1) that promises to carry on the investment business or similar organization located in a foreign country that is similar to one of these partnerships, or contributions pursuant to a silent partnership in which the other party is a person carrying on the investment business.

十三 組合契約の目的を達成するため、次に掲げる方法により行う業務上の余裕金の運用

(xiii) investment of surplus funds in the course of business to be made in a manner listed below in order to accomplish the purposes of the partnership agreement:

イ 銀行その他の金融機関への預金又は郵便貯金

(a) deposits with banks or other financial institutions, or postal savings;

- ロ 国債、地方債、政府保証債（その元本の償還及び利息の支払について政府が保証する債券をいう。）又は銀行その他の金融機関の発行する債券の取得

(b) Acquisition of Japanese government bonds, local government bonds or bonds guaranteed by the government (meaning bonds for which the government guarantees payment of the principal and interest) or issued by a bank or other financial institution;

ハ 特別の法律により設立された法人の発行する債券（ロに規定する債券に該当するものを除く。）の取得

(c) Acquisition of bonds issued by a juridical person that is incorporated under a special law (excluding those bonds set forth in the preceding (b));

ニ 信託業務を営む銀行又は信託会社への金銭信託

(d) Money trusts in a bank that engages in the trust business, or a trust company;

ホ 投資信託又は貸付信託の受益証券の取得

(e) Acquiring beneficiary certificates in investment trusts or loan trusts;

ヘ 譲渡性預金証書又は証券取引法第二条第一項第八号に掲げる約束手形をもって表示される金銭債権の取得

(f) Acquiring monetary claims that are represented by negotiable certificates of deposit as well as promissory notes set forth in Securities Exchange Act Article 2 (1)(viii); and/or

ト 外国の政府若しくは地方公共団体、国際機関、外国の政府関係機関（その機関の本店又は主たる事務所の所在する国の政府が主たる出資者となっている機関を

いう。）、外国の地方公共団体が主たる出資者となっている法人又は外国の銀行その他の金融機関が発行し、又は債務を保証する債券の取得

(g) Acquiring bonds that a foreign government, local government, international organization, foreign government affiliated institution (meaning an institution in which the main equity investor is the government of the country in which the head office or principle office of the institution is located), a juridical person in which a local government of a foreign country is the main equity investor, or a foreign bank or other financial institution issues or guarantees the debts thereof.

(特定組合の組合員の資格を有する者)

(Persons Qualified to Be a Partner of a Specified Partnership)

第十三条 法第六条の二第一項の政令で定める者は、次のいずれかに該当する者とする。

Article 13 The persons to be prescribed by Cabinet Order pursuant to Article 6-2

(1) of the Act are to be persons covered by the following:

一 適格機関投資家

(i) qualified institutional investors;

二 資本の額又は出資の総額が一億円以上の会社

(ii) companies whose total amount of capital or contributions is at least 100 million yen;

三 民法第六百六十七条第一項に規定する組合契約で投資事業を営むことを約するものによって成立する組合（その組合員のすべてが前二号又は次号から第七号までに掲げる者であるものに限る。）及び匿名組合契約に係る営業者（投資事業を営む者であって、当該営業者を相手方としてその投資事業のために匿名組合契約に基づく出資をする者のすべてが前二号又は次号から第七号までに掲げる者であるものに限る。）

(iii) partnerships formed by a partnership agreement as prescribed in Civil Code Article 667 (1) that promises to carry on the investment business (limited to partnerships in which all of the partners are persons as set forth in the preceding two items or the following item through item (vii)) as well as proprietors in connection with an silent partnership agreement (limited to persons who carry on the investment business and for whom all persons who make contributions pursuant to an silent partnership for the purpose of the investment business with the other party as the proprietor are listed in the preceding two items as well as the next item through item (vii));

四 私立学校法（昭和二十四年法律第二百七十号）第四条第三号及び第五号に掲げる学校法人

(iv) an incorporated educational institution set forth in Article 4 (iii) and (v) of the Private Schools Act (Act No. 270 of 1949);

五 外国の法令上前各号に掲げるものに相当する者

(v) a person who is equivalent to a person set forth in any of the preceding

items under laws and regulations of a foreign state;

六 外国に所在する投資事業有限責任組合に類似する団体

(vi) an association in a foreign country that is similar to an Investment Limited Partnership;

七 中小企業総合事業団

(vii) the Japan Small and Medium Enterprise Corporation; or

八 当該特定組合の無限責任組合員が法人である場合におけるその役員及び使用人

(viii) an officer or employee of the juridical person in the event that the relevant juridical person is an unlimited liability partner of the specified partnership.