

Regulation for Enforcement of the Act on the Securitization of Assets

(Order of the Prime Minister's Office No. 128 of November 17, 2000)

Pursuant to the provisions of the Act on the Securitization of Assets (Act No. 105 of 1998) and the Enforcement Order of the Act on the Securitization of Assets (Cabinet Order No. 479 of 2000), and in order to enforce that Act and that Order, the Order of the Prime Minister's Office amending the entire Regulation for Enforcement of the Act on the Securitization of Specified Assets by Specified Purpose Companies (Order of the Prime Minister's Office and Ministry of Finance No. 8 of 1998) are provided as follows.

Chapter I General Provisions (Articles 1 through 3)

Chapter II Specified Purpose Company System

Section 1 Notification (Articles 4 through 33)

Section 2 Specified Purpose Companies (Articles 34 through 89)

Section 3 Business (Articles 90 through 98)

Section 4 Supervision (Articles 99 through 101)

Chapter III Specified Purpose Trust System

Section 1 General Provisions (Article 102)

Section 2 Notification (Articles 103 through 114)

Section 3 Specified Purpose Trust (Articles 115 through 126)

Chapter IV Miscellaneous Provisions (Articles 127 through 137)

Supplementary Provisions

Chapter I General Provisions

(Definitions)

Article 1 The terms "specified assets", "asset securitization", "specified purpose company", "asset securitization plan", "preferred equity", "specified equity", "specified equity member", "specified bonds", "specified short-term bonds", "preferred equity security", "specified bond certificate", "specified promissory note", "asset-backed security", "specified borrowing", "specified purpose trust", "asset trust securitization plan", "beneficiary certificate", "trustee trust company or financial institution", "representative beneficiary certificate holder", "specified trust administrator", "amount of specified capital", "preferred equity member", "trust company or financial institution", "specified equity trust", "officers", "specified bonds for subscription", "specified transferor", "specified purpose trust agreement", "originator", "share of

principal", and "share of interest" as used in this Order of the Prime Minister's Office mean specified assets, asset securitization, specified purpose company, asset securitization plan, preferred equity, specified equity, specified equity member, specified bonds, specified short-term bonds, preferred equity security, specified bond certificate, specified promissory note, asset-backed security, specified borrowing, specified purpose trust, asset trust securitization plan, beneficiary certificate, trustee trust company or financial institution, representative beneficiary certificate holder, specified trust administrator, amount of specified capital, preferred equity member, trust company or financial institution, specified equity trust, officers, specified bonds for subscription, specified transferor, specified purpose trust agreement, originator, share of principal, and share of interest as defined in Articles 2, 16, 26, 33, 68, 122, 208, 223, 224 and 226 of the Act on Securitization of Assets (hereinafter referred to as the "Act") respectively.

(Attaching Translations)

Article 2 If a document which is to be submitted to the Commissioner of the Financial Services Agency, Director-General of a Local Finance Bureau, or Director-General of the Fukuoka Local Finance Branch Bureau pursuant to the provisions of the Act, the Enforcement Order of the Act on Securitization of Assets (hereinafter referred to as the "Order") or this Order of the Prime Minister's Office cannot be written in Japanese due to special circumstances, a translation of that document must be attached thereto.

(Conversion of Foreign Currency)

Article 3 If a document which is to be submitted to the Commissioner of the Financial Services Agency, Director-General of a Local Finance Bureau, or Director-General of the Fukuoka Local Finance Branch Bureau pursuant to the provisions of the Act, the Order, or this Order of the Prime Minister's Office, includes an amount denominated in a foreign currency, the amount converted into Japanese currency from that foreign currency and the standard used for such conversion must be denoted in the document.

Chapter II Specified Purpose Company System

Section 1 Notification

(Notification of Commencement of Business)

Article 4 (1) A specified purpose company which seeks to make a notification under the provisions of Article 4, paragraph (1) of the Act (hereinafter referred to as a "notification of commencement of business") must submit a written notification as prescribed in paragraph (2) of that Article which has been

prepared using the Appended Form No. 1 (hereinafter referred to as a "written notification of commencement of business") to the competent Director-General of a Local Finance Bureau (meaning the Director-General of a Local Finance Bureau who has jurisdiction over the locality of the principal business office of the specified purpose company (when the locality is within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, the Director-General of the Fukuoka Local Finance Branch Bureau); hereinafter the same applies in this Chapter), with a duplicate of the written notification and one copy of each of the documents listed in the items of paragraph (3) of that Article (in the case of an asset securitization plan listed in item (ii) of that paragraph, two copies) attached thereto.

- (2) Notwithstanding the provisions of the preceding paragraph, when a specified purpose company attaches an asset securitization plan to a written notification of commencement of business pursuant to the provisions of Article 4, paragraph (4) of the Act, the asset securitization plan to be attached to the written notification of commencement of business consists of one copy.

(Scope of Important Employees)

Article 5 The person specified by Cabinet Office Order as prescribed in Article 2 and Article 46 of the Order is the person delegated to handle certain types of particulars concerning the business of a specified purpose company (excluding particulars that are not likely to harm the investors' interest), irrespective of whether the person holds the title of general manager, deputy general manager, division manager or any other title.

(Other Particulars to Be Stated in Written Notifications of Commencement of Business)

Article 6 The particulars specified by Cabinet Office Order as referred to in Article 4, paragraph (2), item (vi) of the Act (including as applied *mutatis mutandis* pursuant to Article 11, paragraph (5) of the Act) are as follows:

- (i) the name and address of each specified equity member as well as the amount of the specified equity they hold;
- (ii) when a director or company auditor engages in the ordinary business of another corporation or conducts business, the name of the director or company auditor, as well as the name of the other corporation and the type of its business or the type of the business conducted by the director or company auditor.

(Secondary Specified Assets)

Article 6-2 The specified assets used in association with real property or other specified assets which are specified by Cabinet Office Order as prescribed in

Article 4, paragraph (3), item (iii) of the Act (including as applied mutatis mutandis pursuant to Article 11, paragraph (5) of the Act) are specified assets (limited to real property (including rights other than the ownership of real property; hereinafter the same applies in this Article) or beneficial interests in a trust in which real property is entrusted; hereinafter referred to as "specified real property, etc." in this Article) used in association with specified assets (excluding real property or beneficial interests in a trust in which real property is entrusted)) which satisfy all of the following requirements:

- (i) that the specified assets and the real property regarding the specified real property, etc. are to be used collectively; and
- (ii) that the specified assets are to contribute to the generation of revenues from the business regarding asset securitization of the specified real property, etc.

(Documents to Be Attached to Written Notifications of Commencement of Business)

Article 7 (1) The contract specified by Cabinet Office Order as prescribed in Article 4, paragraph (3), item (iii) of the Act (including as applied mutatis mutandis pursuant to Article 11, paragraph (5) of the Act) are any or all of the following contracts regarding all the specified assets (excluding secondary specified assets (meaning the secondary specified assets prescribed in that item; the same applies hereinafter) hereinafter the same applies in this paragraph, items of paragraph (1) the following Article, and Article 9, paragraph (1), items (ix) and (x)) that are stated or recorded in an asset securitization plan:

- (i) a contract for receiving a transfer of the specified assets or a pre-contract;
 - (ii) in cases of acquiring the specified assets through a development, a contract for the development or a pre-contract;
 - (iii) an entrustment contract for the business of receiving a transfer of the specified assets (limited to cases set forth in Article 18, item (vii), sub-item (b) in which the specified assets to be acquired are subject to sampling under certain conditions).
- (2) The entrustment contract set forth in item (iii) of the preceding paragraph must specifically provide for the conditions set forth in that item.

Article 8 (1) The documents specified by Cabinet Office Order as prescribed in Article 4, paragraph (3), item (iv) of the Act (including as applied mutatis mutandis pursuant to Article 11, paragraph (5) of the Act) are as follows:

- (i) in cases of creating a trust for the purpose of having business conducted regarding the administration and disposition of the specified assets pursuant to the provisions of Article 200, paragraph (1) of the Act, a draft written

- contract for the trust; and
- (ii) in cases of entrusting business regarding the administration and disposition of the specified assets pursuant to the provisions of Article 200, paragraph (2) of the Act, a duplicate or certified copy of the written contract or pre-contract for the contract of entrustment (in a case as set forth in Article 18, item (vii), sub-item (b) in which the specified assets to be acquired are subject to sampling under certain conditions, a draft written contract for the contract of the entrustment).
- (2) If a specified purpose company has submitted the documents set forth in item (i) of the preceding paragraph or in the brackets in item (ii) of that paragraph upon making a notification of commencement business or notification of a new plan (meaning the notification under the provisions of Article 11, paragraph (1) of the Act; the same applies hereinafter), it must submit, promptly after creating the trust prescribed in item (i) of that paragraph or concluding the contract prescribed in the brackets in item (ii) of that paragraph, a duplicate or certified copy of a written contract for the trust or contract to the competent Director-General of a Local Finance Bureau.

Article 9 (1) The documents specified by Cabinet Office Order as prescribed in Article 4, paragraph (3), item (vi) of the Act (including as applied mutatis mutandis pursuant to Article 11, paragraph (5) of the Act) are to be the following documents (in cases of documents certified by public agencies, limited to those prepared within three months before the date of notification):

- (i) a certificate of registered information of the specified purpose company;
- (ii) copies of the resident record of the officers and the employees prescribed in Article 2 of the Order (hereinafter referred to as the "important employees") or certificate of items stated in the resident record (when the relevant officer or important employee is a foreign national, a copy of the residence card prescribed in Article 19-3 of the Immigration Control and Refugee Recognition Act (Cabinet Order No. 319 of 1951), a copy of the special permanent resident certificate prescribed in Article 7, paragraph (1) of the Special Act on the Immigration Control of, Inter Alia, Those Who Have Lost Japanese Nationality Pursuant to the Treaty of Peace with Japan (Act No. 71 of 1991), a copy of the resident record, or the certificate of items stated in the resident record; when the relevant officer is a corporation, a certificate of registered information of the corporation), or their substitute documents;
- (ii)-2 in cases where the names of the officers and important employees that were used before marriage were stated together with the current names of the officers and important employees in a written notification of commencement of business or written notification of a new plan (meaning the written notification of a new plan prescribed in Article 32, paragraph (1)),

- and when the document set forth in the preceding item does not certify the names of the officers and important employees that were used before marriage, a document certifying the names before marriage;
- (ii)-3 a document pledging that the directors, company auditors, and important employees do not fall under any of the categories of persons listed in Article 70, paragraph (1), item (ii) of the Act, which has been prepared using the Appended Form No. 1-2;
 - (iii) certificates issued by a public agency that the directors, company auditors, and important employees do not fall under any of the categories of persons listed in Article 70, paragraph (1), item (iii) of the Act (when the relevant director, company auditor, or important employee is a foreign national, a written pledge prepared using the Appended Form No. 2);
 - (iv) resumes of the officers and important employees prepared using the Appended Form No. 3 (when the specified purpose company is a company with accounting advisors (meaning the company with accounting advisors prescribed in Article 4, paragraph (2), item (iv) of the Act; the same applies hereinafter) whose accounting advisor is a corporation, a document stating the history of the corporation which has been prepared using the Appended Form No. 4);
 - (v) a document with which the directors, company auditors, and important employees pledge that they do not fall under any of the categories of persons listed in Article 70, paragraph (1), item (ii), and items (iv) through (x) of the Act, which has been prepared using the Appended Form No. 5;
 - (vi) if the specified purpose company is a company with accounting advisors, a document certifying that its accounting advisor satisfies the qualification under Article 71, paragraph (1) of the Act, or a its copy;
 - (vii) if the specified purpose company is a company with accounting advisors, a document with which its accounting advisors pledge that the accounting advisor does not fall under any of the categories of persons listed in the items of Article 333, paragraph (3) of the Companies Act (Act No. 86 of 2005) as applied mutatis mutandis pursuant to Article 71, paragraph (2) of the Act following the deemed replacement of terms, which has been prepared using the Appended Form No. 6;
 - (viii) a register of specified equity members and a register of shareholders or members of the parent company (meaning the company which holds a number of units of specified equity which account for half or more of the amount of specified capital of the specified purpose company in its own name or in another person's name (or under a fictitious name; the same applies in Article 27, paragraph (1), item (v)); the same applies in that Article), which have been prepared using the Appended Form No. 7;
 - (ix) a document certifying that the transferor of the specified assets (limited to

those for which registration is required for the purpose of duly asserting the effect of the acquisition or loss of and changes to rights against third parties) is the right holder of the specified assets;

(x) in cases of participating in competition by the method of bidding (hereinafter referred to as "competitive bidding") for the purpose of receiving a transfer of the specified assets, and omitting attaching a duplicate or certified copy of a written contract for the contract set forth in Article 7, paragraph (1), item (i) pursuant to the provisions of Article 7, paragraph (1) of the Act (including as applied mutatis mutandis pursuant to Article 11, paragraph (5) of the Act), a document stating the implementation guidelines of the competitive bidding or a document equivalent thereto (limited to the document prepared by the person who implements the competitive bidding and issued to more than one person), or its copy; and

(xi) in cases of seeking to receive a transfer of the beneficial interest of a trust (excluding those falling under secondary specified assets) in accordance with the asset securitization plan, a duplicate or certified copy of a written contract or pre-contract for the contract for the trust (when it is not possible to submit a duplicate or certified copy of the written contract, a draft written contract for the contract for the trust).

(2) If a specified purpose company has submitted a draft written contract prescribed in the brackets in item (xi) of the preceding paragraph upon making a notification of commencement of business or notification of a new plan, it must submit, promptly after concluding the contract prescribed in the brackets in that item, a duplicate or certified copy of the written contract for the trust to the competent Director-General of a Local Finance Bureau.

(Electronic or Magnetic Records to Be Attached to Notifications of Commencement of Business)

Article 10 (1) The electronic or magnetic records which may be attached to the notification pursuant to the provisions of Article 4, paragraph (4) of the Act (including as applied mutatis mutandis pursuant to Article 9, paragraph (4) and Article 11, paragraph (5) of the Act) and the electronic or magnetic records specified by Cabinet Office Order as prescribed in Article 7, paragraph (2) of the Act are a 90mm flexible magnetic disk cartridge in conformity with Japanese Industrial Standards (hereinafter referred to as "JIS") X6223 under the Industrial Standardization Act (Act No. 185 of 1949).

(2) The recording of information into the electronic or magnetic records under the preceding paragraph must be made in accordance with the following specification:

(i) with regard to the track format, the specification designated by JIS X6225; and

- (ii) with regard to the volume and file configuration, the specification designated by JIS X0605.
- (3) With regard to the electronic or magnetic records set forth in paragraph (1), a document stating the following particulars must be affixed to the label area specified by JIS X6223:
 - (i) the trade name of the person making the notification; and
 - (ii) the date of notification.

(Receipt of a Written Notification of Commencement of Business)

Article 11 If the competent Director-General of a Local Finance Bureau receives a written notification of commencement of business, the Director-General must, after affixing a receipt stamp on a duplicate of the written notification of commencement of business and one copy of the asset securitization plan (when the asset securitization plan is submitted as an electronic or magnetic record prescribed in the preceding Article, a document stating the particulars recorded in the electronic or magnetic record; the same applies in Article 32, paragraph (3)), and entering a receipt number therein, return the duplicate and asset securitization plan to the person who made the notification.

(Asset Securitization Plan Periods and Related Particulars)

Article 12 The particulars specified by Cabinet Office Order as prescribed in Article 5, paragraph (1), item (i) of the Act are as follows:

- (i) the asset securitization plan period (meaning the period from the date of the commencement of the business regarding asset securitization until the date of the termination of the business (meaning the day on which the cancellation of preferred equity, distribution of residual assets, and the performance of obligations undertaken in relation to specified bonds, specified promissory notes and, specified borrowings are completed in accordance with the asset securitization plan), which is specified by the specified purpose company; referred to as the "plan period" in Article 79, paragraph (1), item (iii));
- (ii) the date specified as the date of the commencement of the business regarding asset securitization; and
- (iii) if any change to the particulars listed in the preceding two items is prohibited, a statement to that effect.

(Particulars Concerning Issuance and Cancellation of Preferred Equity)

Article 13 The particulars specified by Cabinet Office Order as prescribed in Article 5, paragraph (1), item (ii), sub-item (a) of the Act are as follows:

- (i) in cases of planning the issuance of preferred equity, a statement to that effect;

- (ii) the upper limit for the total number of units;
- (iii) the details of the preferred equity (including the means of the distribution of profits or distribution of residual assets; hereinafter the same applies in the following Article);
- (iv) the upper limit for the number of units by class;
- (v) the time of issuance for each issuance;
- (vi) the number of units of issuance, the amount to be paid in or the method of calculating the amount, and the means of public offering or private placement (meaning the public offering of securities or private placement of securities defined in Article 2, paragraph (3) of the Financial Instruments and Exchange Act (Act No. 25 of 1948); the same applies hereinafter) by class for each issuance;
- (vii) the intended use of funds procured from each issuance;
- (viii) the particulars concerning a particularly advantageous issuance offered to the persons who are to subscribe for preferred equity for subscription as prescribed in Article 39, paragraph (2) of the Act, and other particulars concerning the conditions of issuance for each issuance;
- (ix) the following particulars as those related to the cancellation or consolidation of preferred equity:
 - (a) in cases of planning the cancellation of preferred equity under the provisions of Article 47, paragraph (2) of the Act (hereinafter referred to as "cancellation by profit" in this item), a statement to that effect and the particulars concerning cancellation by profit;
 - (b) in cases of planning the cancellation of preferred equity regarding the reduction in the amount of preferred capital under the provisions of Article 110 of the Act (hereinafter referred to as "simplified cancellation by reduction in capital" in this item), a statement to that effect and the particulars concerning simplified cancellation by reduction in capital;
 - (c) in cases of planning the cancellation of preferred equity through the procedure under the provisions of Article 159 of the Act (hereinafter referred to as "cancellation by provisional liquidation" in this Article and Article 21), a statement to that effect and the particulars concerning cancellation by provisional liquidation; and
 - (d) the particulars concerning the consolidation of preferred equity;
- (x) the following particulars as those related to the reduction in the amount of preferred capital:
 - (a) in cases of prohibiting the reduction in the amount of preferred capital, a statement to that effect; and
 - (b) in cases of planning to reduce the amount of preferred capital pursuant to the provisions of Article 110 of the Act, a statement to that effect and the particulars listed in the items of paragraph (1) of that Article;

- (xi) if the details of the particulars listed in items (v) through (viii) have not yet been determined or may be subject to change, the requirements and procedures for determining or changing the details;
- (xii) when any of the particulars listed in items (i) through (iv) and item (ix) may be subject to change, a statement to that effect and the conditions for making the change; and
- (xiii) when any change to the particulars listed in the preceding items is prohibited, a statement to that effect.

(Particulars Concerning the Issuance and Redemption of Specified Bonds)

Article 14 The particulars specified by Cabinet Office Order as prescribed in Article 5, paragraph (1), item (ii), sub-items (b) and (c), and sub-item (d), 7 of the Act are as follows:

- (i) in cases of planning the issuance of specified bonds (excluding specified short-term bonds, and including convertible specified bonds and specified bonds with preferred equity subscription rights (hereinafter referred to as "convertible specified bonds, etc." in this Article); hereinafter the same applies in this Article), a statement to that effect;
- (ii) the total amount of specified bonds for subscription (meaning the upper limit of the planned amount to be issued; hereinafter the same applies in this Article);
- (iii) the details of the specified bonds for subscription;
- (iv) the time of issuance for each issuance;
- (v) the amount to be paid in for each specified bond for subscription or its minimum amount, or the method of calculating the amounts (in cases of issuing convertible specified bonds, etc., including their breakdown), the interest rate, and the means of public offering or private placement;
- (vi) the intended use of funds procured from each issuance;
- (vii) the outline of the credit enhancement or liquidity facility regarding specified bonds (meaning the measures for securing the performance of obligations in the event that it is difficult to perform the obligations due to the status of the administration and disposition of the specified assets or a temporary lack of funds; the same applies in the following Article and Article 16);
- (viii) the particulars concerning the means and deadline for the redemption of principal and the payment of interest;
- (ix) in cases of planning premature redemption, its details (including the scope of the specified bonds subject to premature redemption, the requirements for premature redemption, and the method of calculating the interest);
- (x) the trade name of the specified bond administrator prescribed in the main text of Article 126 of the Act or the trust company defined in Article 1 of the

Secured Bond Trust Act (Act No. 52 of 1905) in cases of furnishing real security for specified bonds;

- (xi) if it is provided pursuant to the provisions of the proviso to Article 128, paragraph (1) of the Act that the specified bondholders regarding all or some of the classes of specified bonds are not to have a statutory lien as set forth in the main text of that paragraph, a statement to that effect;
- (xii) the particulars concerning the specified bondholders meeting (including the particulars for the resolution at the specified bondholders meeting);
- (xiii) the following particulars as those related to convertible specified bonds:
 - (a) the total amount;
 - (b) the conditions for the conversion;
 - (c) the details of the preferred equity to be issued through the conversion;
 - (d) the period during which the conversion may be requested; and
 - (e) the particulars concerning the particularly advantageous issuance offered to persons other than the preferred equity members prescribed in Article 131, paragraph (2) of the Act;
- (xiv) with regard to specified bonds with preferred equity subscription rights, the particulars concerning the particularly advantageous issuance offered to persons other than the preferred equity members prescribed in Article 139, paragraph (4) of the Act;
- (xv) if the details of any of the particulars listed in Article 5, paragraph (1), item (ii), sub-item (d), 2 through 6, the particulars listed in items (iv) through (xi), item (xiii), sub-items (b) through (e), and the preceding item of the Act have not yet been determined or may be subject to change, the requirements and procedures for determining or changing the details;
- (xvi) if any of the particulars listed in Article 5, paragraph (1), item (ii), sub-item (d), 1 as well as the particulars listed in items (i) through (iii), item (xii) and item (xiii), sub-item (a) of the Act may be subject to change, a statement to that effect and the conditions for making such a change; and
- (xvii) if any change to the particulars listed in Article 5, paragraph (1), item (ii), sub-item (d), 1 through 6 and to those listed in the preceding items of this Act is prohibited, a statement to that effect.

(Particulars Concerning the Issuance and Redemption of Specified Short-Term Bonds)

Article 15 The particulars specified by Cabinet Office Order as prescribed in Article 5, paragraph (1), item (ii), sub-item (e) of the Act are as follows:

- (i) in cases of planning the issuance of specified short-term bonds, a statement to that effect;
- (ii) the amount limit (meaning the upper limit of the planned amount to be issued);

- (iii) the details of the specified short-term bonds;
- (iv) the time of issuance for each issuance;
- (v) if it is provided pursuant to the provisions of the proviso to Article 128, paragraph (1) of the Act that the specified bondholders regarding all or some of the classes of specified short-term bonds are not to have a statutory lien as set forth in the main text of that paragraph, a statement to that effect;
- (vi) the amount to be paid in for each specified short-term bond for subscription or its minimum amount, or the method of calculating the amounts, and the interest rate;
- (vii) the use of funds procured from each issuance;
- (viii) the outline of the credit enhancement or liquidity facility regarding specified short-term bonds;
- (ix) the particulars concerning the means and deadline for the redemption of principal and the payment of interest;
- (x) if the details of any of the particulars listed in item (iv) through the preceding item have not yet been determined or may be subject to change, the requirements and procedures for determining or changing the details;
- (xi) if any of the particulars listed in items (i) through (iii) may be subject to change, a statement to that effect and the conditions for making such a change; and
- (xii) if any change to the particulars listed in the preceding items is prohibited, a statement to that effect.

(Particulars Concerning the Issuance and Redemption of Specified Promissory Notes)

Article 16 The particulars specified by Cabinet Office Order as prescribed in Article 5, paragraph (1), item (ii), sub-item (f) of the Act are as follows:

- (i) in cases of planning the issuance of specified promissory notes, a statement to that effect;
- (ii) the amount limit (meaning the upper limit of the planned amount to be issued);
- (iii) the details of the specified promissory notes;
- (iv) the time of issuance for each issuance;
- (v) the issue price and interest rate for each issuance;
- (vi) the intended use of funds procured from each issuance;
- (vii) the outline of the credit enhancement or liquidity facility regarding specified promissory notes;
- (viii) the particulars concerning the means and deadline for the redemption;
- (ix) if the details of any of the particulars listed in item (iv) through the preceding item have not yet been determined or may be subject to change, the requirements and procedures for determining or changing the details;

- (x) if any of the particulars listed in items (i) through (iii) may be subject to change, a statement to that effect and the conditions for making such a change; and
- (xi) if any change to the particulars listed in the preceding items is prohibited, a statement to that effect.

(Particulars Concerning the Borrowing and Payment of Specified Borrowings)

Article 17 The particulars specified by Cabinet Office Order as prescribed in Article 5, paragraph (1), item (ii), sub-item (g) of the Act are as follows:

- (i) in cases of planning to make a specified borrowing, a statement to that effect;
- (ii) the amount limit (meaning the upper limit of the planned amount to be borrowed);
- (iii) the following particulars as those related to each borrowing:
 - (a) the amount to be borrowed;
 - (b) the person from whom funds are to be borrowed;
 - (c) the borrowing conditions (including those concerning the due date for payment and the payment method);
 - (d) the intended use of borrowings; and
 - (e) the particulars concerning the establishment of security;
- (iv) if the details of any of the particulars listed in the preceding item have not yet been determined or may be subject to change, the requirements and procedures for determining or changing the details;
- (v) if any of the particulars listed in items (i) and (ii) may be subject to change, a statement to that effect and the conditions for making such a change; and
- (vi) if any change to the particulars listed in the preceding items is prohibited, a statement to that effect.

(Particulars Concerning Specified Assets)

Article 18 The particulars specified by Cabinet Office Order as prescribed in Article 5, paragraph (1), item (iii) of the Act are as follows:

- (i) the particulars listed in the column of details of the specified assets (excluding secondary specified assets; hereinafter the same applies in this Article) in the Appended Table listed in accordance with the categories of specified assets listed in the column of specified assets in that table (in cases of acquiring the specified assets through a development, the assets to be acquired; the same applies hereinafter);
- (ii) the particulars concerning the transfer of rights for the specified assets (including the particulars concerning the satisfaction of the requirement for perfection of the transfer of the specified assets or the status of the establishment of a special agreement on redemption);

- (iii) the time of the acquisition of the specified assets;
- (iv) the acquisition price of the specified assets (including the outline of the necessary particulars for learning the value of the specified assets prescribed in Article 40, paragraph (1), item (vii) of the Act and the following particulars);
 - (a) when the specified assets are assets listed in Article 40, paragraph (1), item (viii), sub-item (a) or Article 122, paragraph (1), item (xviii), sub-item (a) of the Act, the results of a real property appraisal regarding the assets prescribed in Article 40, paragraph (1), item (viii), sub-item (a) or Article 122, paragraph (1), item (xviii), sub-item (a) of the Act (including the breakdown by the type of assets) and the name of the person who performed the real property appraisal; and
 - (b) when the specified assets are assets listed in Article 40, paragraph (1), item (viii), sub-item (b) or Article 122, paragraph (1), item (xviii), sub-item (b) of the Act, the results of an investigation made with regard to the value of the assets prescribed in Article 40, paragraph (1), item (viii), sub-item (b) or Article 122, paragraph (1), item (xviii), sub-item (b) of the Act (including the breakdown by the type of assets) and the name of the person who made the investigation and the person's qualification regarding the investigation.
- (v) the name and address of the transferor of the specified assets (in cases of acquiring the specified assets through a development, the person who has concluded a contract for the development with the specified purpose company);
- (vi) in a case as set forth in sub-item (b) of the following item, where the specified assets to be acquired are subject to sampling under certain conditions, the name and address of the person who has concluded an entrustment contract for the business set forth in Article 7, paragraph (1), item (iii) with the specified purpose company;
- (vii) in the following cases, where the details of any of the particulars listed in items (ii) through (v) (with regard to the particulars set forth in that item, limited to the case set forth in sub-item (b); hereinafter the same applies in this item) have not yet been determined or where the details of any of the particulars listed in items (iii) through (v) may be subject to change, the requirements and procedures for determining or changing the details;
 - (a) in cases of acquiring the specified assets through a development; and
 - (b) when all of the following requirements are satisfied:
 1. the specified assets to be acquired include only monetary claims (excluding claims regarding negotiable instrument payable to order prescribed in Part III, Chapter 1, Section 7, Subsection 1 of the Civil Code (Act No. 89 of 1896), registered negotiable instruments payable to

- holder prescribed in Subsection 2 of that Section, other registered negotiable instruments prescribed in Subsection 3 of that Section, claims for bearer instruments prescribed in Subsection 4 of that Section, and electronically recorded monetary claims prescribed in Article 2, paragraph (1) of the Electronically Recorded Monetary Claims Act (Act No. 102 of 2007); the same applies hereinafter) or promissory notes, or the beneficial interest of a trust in which those claims or notes are entrusted;
2. the asset-backed securities planned to be issued include only specified short-term bonds or specified promissory notes;
 3. no specified borrowing will be made;
 4. it is provided in the asset securitization plan that any changes to the requirements set forth in 2 and 3 are prohibited;
- (c) when all of the following requirements are satisfied:
1. the specified purpose company is to acquire, continuously in the future, monetary claims or securities that can be identified based on the particulars listed in the column of the details of the specified assets set forth in item (i) or the beneficial interest of a trust in which those claims or securities are entrusted, all of which are assets to be subject to sampling under certain conditions;
 2. the asset-backed securities to be issued are specified bonds that are secured pursuant to the provisions of the Secured Bond Trust Act; and
 3. it is provided in the asset securitization plan that any changes to the requirement set forth in 2 are prohibited; and
- (viii) when any change to the particulars listed in items (ii) through (v) and the preceding item (with regard to the particulars set forth in item (v), limited to cases of acquiring the specified assets through a development, or the case set forth in sub-item (b) of the preceding item where the specified assets to be acquired are subject to sampling under certain conditions) is prohibited, a statement to that effect.

(Particulars Concerning Administration and Disposition of Specified Assets)

Article 19 The particulars specified by Cabinet Office Order as prescribed in Article 5, paragraph (1), item (iv) of the Act are as follows:

- (i) the method of disposing the specified assets (excluding secondary specified assets; hereinafter the same applies in this item through item (iii)) (in cases of planning to lend, transfer, exchange the specified assets or provide them as collateral, a statement to that effect and the details of the plan (including the time and reasons));
- (ii) the name of the trustee or the person expected to become a trustee of the trust created for the purpose of having the business regarding the

administration and disposition of the specified assets conducted pursuant to the provisions of Article 200, paragraph (1) of the Act (including the trustee or the person expected to become a trustee in cases of entrusting the business regarding the administration and disposition of the specified asset to a person other than a trust company or financial institution pursuant to the provisions of paragraph (2) of that Article; hereinafter referred to as the "trustee, etc." in this Article), the locality of a business office or office of the trustee, etc., and other particulars concerning the trustee, etc.;

- (iii) the type and details of the business to be conducted by the trustee, etc. with regard to the specified assets, as well as the particulars related to the respective interests of holders of the asset-backed securities, creditors regarding specified borrowings and the specified bond administrator prescribed in the main text of Article 126 of the Act (in cases of furnishing real security for specified bonds, the trust company defined in Article 1 of the Secured Bond Trust Act) (when the specified assets are monetary claims, including the means of their collection);
- (iv) in cases of planning to appropriate the whole or part of money to be obtained through the administration or disposition of the specified assets as the whole or part of the funds for the acquisition of the specified assets or other specified assets (excluding cases of planning to appropriate the whole or part of money to be obtained through the administration or disposition of the specified assets as the whole or part of the funds for the acquisition of only secondary specified assets), a statement to that effect;
- (v) if the details of any of the particulars listed in items (i) through (iii) have not yet been determined, the requirements and procedures for determining the details;
- (vi) if any of the particulars listed in items (i) through (iv) may be subject to change, a statement to that effect and the conditions for making such a change; and
- (vii) if any change to the particulars listed in the preceding items is prohibited, a statement to that effect.

(Particulars Concerning Borrowing of Funds Other Than Specified Borrowings)

Article 20 The particulars specified by Cabinet Office Order as prescribed in Article 5, paragraph (1), item (v) of the Act are as follows:

- (i) the amount limit (meaning the upper limit of the planned amount to be borrowed);
- (ii) the following particulars concerning each borrowing;
 - (a) the amount to be borrowed;
 - (b) the person from whom funds are to be borrowed;
 - (c) the borrowing conditions (including those concerning the due date for

- payment and the method of payment);
- (d) the intended use of borrowings; and
- (e) the particulars concerning the establishment of security;
- (iii) if the details of any of the particulars listed in the preceding item have not yet been determined or may be subject to change, the requirements and procedures for determining or changing the details;
- (iv) if any of the particulars listed in item (i) may be subject to change, a statement to that effect and the conditions for making such a change; and
- (v) if any change to the particulars listed in the preceding items is prohibited, a statement to that effect.

(Other Particulars to Be Stated in Asset Securitization Plans)

Article 21 The particulars specified by Cabinet Office Order as referred to in Article 5, paragraph (1), item (vi) of the Act are as follows:

- (i) the outline of the asset securitization plan;
- (i)-2 the upper limit of the total amount of specified equity;
- (ii) if specified equity members waive their right to receive the distribution of profits or distribution of residual assets in advance, a statement to that effect;
- (iii) a statement to the effect that in cases of making a private placement to a small number of investors (meaning the private placement of securities defined in Article 2, paragraph (3) of the Financial Instruments and Exchange Act, which falls under item (ii), sub-item (c) of that paragraph; the same applies in Article 111) with regard to preferred equity or specified bonds, a certified copy or extract of the asset securitization plan is to be delivered;
- (iv) a statement to the effect that the procedure for changing the details of the particulars concerning the asset-backed securities to be issued or the specified borrowing to be made, among the particulars to be stated or recorded in the asset securitization plan, and the procedure for determining the details of those particulars when the details have not yet been determined (both procedures include the notification under the provisions of Article 9, paragraph (1) of the Act), are to be taken prior to the issuance of the asset-backed securities or making of the specified borrowing;
- (v) a statement to the effect that if specified short-term bonds or specified promissory notes have been issued or the specified borrowing has been made, when making a change to the asset securitization plan pursuant to the provisions of Article 151, paragraph (1) of the Act, a resolution for change of plans referred to in Article 152, paragraph (1) of the Act is to be adopted after the entrustment of reasonable property prescribed in Article 155, paragraph (4) of the Act (including as applied mutatis mutandis pursuant to

Article 156, paragraph (3) and Article 157, paragraph (2) of the Act) is completed;

- (vi) in the case of a Type 1 Specified Purpose Company prescribed in Article 51, paragraph (1), item (i) of the Act, where the company plans to conduct a business based on a new asset securitization plan after completing the business based on the existing asset securitization plan, a statement to that effect as well as the means of disposal of the residual assets at the time of the completion of the performance of obligations regarding specified bonds, specified promissory notes, and specified borrowings;
- (vii) in the case of a Type 2 Specified Purpose Company prescribed in Article 51, paragraph (1), item (ii) of the Act, where the company plans to conduct business based on a new asset securitization plan after completing the business based on the existing asset securitization plan, a statement to that effect as well as the means of disposal of the residual assets at the time of the completion of the cancellation by provisional liquidation;
- (viii) if the specified purpose company assumes any obligations prior to issuing the asset-backed securities or borrowing funds (including specified borrowings), the details and amount of each obligation, particulars concerning each of the creditors, and any other particulars concerning the obligations assumed by the specified purpose company;
- (ix) the particulars concerning the incidental business prescribed in Article 195, paragraph (1) of the Act;
- (x) the impact of fluctuations in foreign exchange rates, the outline of the legal systems regarding asset securitization, the policy of using derivative transactions regarding asset securitization, and any other particulars that are required to be stated or recorded from the perspective of protecting the investors;
- (xi) if the details of the particulars listed in items (vi) and (vii) have not yet been determined or may be subject to change, the requirements and procedures for determining or changing the details; and
- (xii) if any change to the particulars listed in the preceding items is prohibited, a statement to that effect.

(Special Provisions on Notification of Commencement of Business)

Article 22 (1) The acquisition of the specified assets or any other acts specified by Cabinet Office Order as prescribed in Article 7, paragraph (1) of the Act (including as applied mutatis mutandis pursuant to Article 11, paragraph (5) of the Act) is the acquisition of the specified assets, borrowing of funds (including specified borrowings), and participation in a competitive bidding for the purpose of receiving a transfer of the specified assets.

(2) The particulars specified by Cabinet Office Order as those that, even if

omitted from being stated or recorded, would not prejudice the protection of investors, as referred to in Article 7, paragraph (1) of the Act (including as applied mutatis mutandis pursuant to Article 11, paragraph (5) of the Act), are as follows:

- (i) the particulars listed in Article 13, items (ii) through (xiii) (excluding the particulars listed in items (xii) and (xiii) of that Article which pertain to the particulars set forth in item (i) of that Article);
 - (ii) the particulars listed in Article 5, paragraph (1), item (ii), sub-item (d), 1 through 6 of the Act and the particulars listed in Article 14, items (ii) through (xvii) (excluding the particulars listed in items (xvi) and (xvii) of that Article which pertain to the particulars set forth in item (i) of that Article);
 - (iii) the particulars listed in Article 15, items (ii) through (xii) (excluding the particulars listed in items (xi) and (xii) of that Article which pertain to the particulars set forth in item (i) of that Article); and
 - (iv) the particulars listed in Article 16, items (ii) through (xi) (excluding the particulars listed in items (x) and (xi) of that Article which pertain to the particulars set forth in item (i) of that Article).
- (3) The documents listed in Article 4, paragraph (3), items (iii) and (iv) of the Act which are specified by Cabinet Office Order, as prescribed in Article 7, paragraph (1) of the Act (including as applied mutatis mutandis pursuant to Article 11, paragraph (5) of the Act), are the documents specified in the following items in accordance with the categories of cases listed in the respective items:
- (i) in cases of participating in competitive bidding for the purpose of receiving a transfer of the specified assets (limited to cases of submitting a written notification of commencement of business with the document set forth in Article 9, item (x) attached thereto): a duplicate or certified copy of a written contract for the contract set forth in Article 7, paragraph (1), item (i) and the documents listed in the items of Article 8, paragraph (1); and
 - (ii) in cases other than those listed in the preceding item: the documents listed in the items of Article 8, paragraph (1).

(Additional Notification)

Article 23 (1) If a specified purpose company, which has made a notification of commencement of business or notification of a new plan, by omitting to state or record in an asset securitization plan the particulars listed in the items of paragraph (2) of the preceding Article pursuant to the provisions of Article 7, paragraph (1) of the Act (including as applied mutatis mutandis pursuant to Article 11, paragraph (5) of the Act), issues the asset-backed securities, the company must submit a written notification prepared using the Appended

Form No. 8 (hereinafter referred to as a "written additional notification" in this Article) to the competent Director-General of a Local Finance Bureau, with a duplicate of the written notification and one copy of the following materials (in the case of the documents listed item (iv), sub-items (a) and (b), two copies) attached thereto:

- (i) in cases of having created a trust for the purpose of having business conducted regarding the administration and disposition of the specified assets (excluding secondary specified assets; hereinafter the same applies in this paragraph) pursuant to the provisions of Article 200, paragraph (1) of the Act, a duplicate or certified copy of the written contract for the trust;
 - (ii) in cases of having entrusted the business regarding the administration and disposition of the specified assets pursuant to the provisions of Article 200, paragraph (2) of the Act, a duplicate or certified copy of the written contract for the entrustment;
 - (iii) in cases of having participated in a competitive bidding for the purpose of receiving a transfer of the specified assets and having omitted to attach a duplicate or certified copy of the written contract for the contract set forth in Article 7, paragraph (1), item (i) pursuant to the provisions of Article 7, paragraph (1) of the Act (including as applied mutatis mutandis pursuant to Article 11, paragraph (5) of the Act), the duplicate or certified copy;
 - (iv) any of the following materials:
 - (a) the asset securitization plan (limited to one prepared in writing);
 - (b) if the asset securitization plan has been prepared as electronic or magnetic records prescribed in Article 4, paragraph (4) of the Act, a document stating the particulars recorded in the electronic or magnetic records; or
 - (c) if the asset securitization plan has been prepared as electronic or magnetic records prescribed in Article 4, paragraph (4) of the Act, the electronic or magnetic records (limited to the electronic or magnetic records specified in Article 10); and
 - (v) a copy of the duplicate of the written notification of commencement of business which has been returned pursuant to the provisions of Article 11 or a copy of the duplicate of the written notification of a new plan prescribed in Article 32, paragraph (1) which has been returned pursuant to the provisions of paragraph (3) of that Article.
- (2) If the competent Director-General of a Local Finance Bureau receives a written additional notification, the Director-General must, after affixing a receipt stamp on the duplicate of the written additional notification and one copy of each of the documents listed in item (iv), sub-item (a) or (b) of the preceding paragraph or the document stating the particulars recorded in the electronic or magnetic records set forth in sub-item (c) of that item, and

entering a receipt number in them, return the duplicate and documents to the person who made the notification.

(Public Inspections of Specified Purpose Company Registers)

Article 24 The competent Director-General of a Local Finance Bureau who has received a written notification of commencement of business submitted by a specified purpose company (if the documents prescribed in Article 28, paragraph (1) have been sent pursuant to the provisions of that paragraph, the Director-General of a Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau who has received the documents sent thereto) is to keep and offer for public inspection the specified purpose company register related to the specified purpose company at the Local Finance Bureau that has jurisdiction over the locality of the principal business office of the specified purpose company (when the locality is within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, the Director-General of the Fukuoka Local Finance Branch Bureau).

(Particulars to Be Registered in Specified Purpose Company Registers)

Article 25 The particulars specified by Cabinet Office Order as prescribed in Article 8, paragraph (2) of the Act are as follows:

- (i) the particulars listed in the items of Article 6; and
- (ii) if the specified purpose company is a company with accounting advisors, a statement to that effect, and the names and addresses of the accounting advisors.

(Period for Making Notification of Changes)

Article 26 (1) The period specified by Cabinet Office Order as prescribed in Article 9, paragraph (1) of the Act (hereinafter referred to as the "period for notification of changes" in this Article) is the period until either of the days listed in the following items, whichever comes earlier:

- (i) the day on which two weeks have elapsed from the day on which the change regarding the notification prescribed in Article 9, paragraph (1) of the Act was made; or
- (ii) the day on which the first public offering or private placement of the asset-backed securities after the change is made.

(2) Notwithstanding the provisions of the preceding paragraph, when all of the following requirements are satisfied, and the procedure for determining the details of the particulars to be stated or recorded in an asset securitization plan (limited to the particulars listed in Article 18, item (ii)) if the details have not yet been determined, is stated or recorded in the asset securitization plan, the period for notification of changes that is applicable to a change to the asset

securitization plan made as a result of determining the details of the particulars to be stated or recorded in the asset securitization plan in accordance with the statement or record of the procedure is the period until the day on which one month has elapsed from the day on which the change regarding the notification prescribed in Article 9, paragraph (1) of the Act was made:

- (i) there is more than one specified transferor;
- (ii) the asset-backed securities to be issued include only specified short-term bonds or specified promissory notes;
- (iii) no specified borrowing is to be made; and
- (iv) it is provided in the asset securitization plan that any changes to the particulars listed in the preceding two items are prohibited;

(Change to Asset Securitization Plans Not Requiring Notification)

Article 26-2 The changes specified by Cabinet Office Order as prescribed in the proviso to Article 9, paragraph (1) of the Act are changes to the following particulars:

- (i) the particulars set forth in Article 5, paragraph (1), item (ii), sub-item (d), 2 through 6 of the Act;
- (ii) the particulars set forth in Article 13, items (v) through (viii);
- (iii) the particulars set forth in Article 14, items (iv) through (xi), item (xiii), sub-items (b) through (e), and item (xiv);
- (iv) the particulars set forth in Article 15, items (iv) through (ix);
- (v) the particulars set forth in Article 16, items (iv) through (viii);
- (vi) the particulars set forth in Article 17, item (iii);
- (vii) the particulars set forth in Article 18, items (iii) through (v) (with regard to the particulars set forth in that item, limited to cases referred to in item (vii), sub-item (b) of that Article);
- (viii) the particulars set forth in Article 20, item (ii); and
- (ix) the particulars set forth in Article 21, items (vi) and (vii);

(Notification of Changes Related to Particulars Other Than Asset Securitization Plans)

Article 27 (1) When a specified purpose company seeks to make a notification under the provisions of Article 9, paragraph (1) of the Act (limited to the notification regarding a change to any of the particulars listed in the items of Article 4, paragraph (2) of the Act (excluding item (v), and including as applied mutatis mutandis pursuant to Article 11, paragraph (5) of the Act)), the company must submit a written notification as prescribed in Article 9, paragraph (2) of the Act which has been prepared using the Appended Form No. 9 (hereinafter referred to as a "written notification of changes" in this Article

and the following Article) to the competent Director-General of a Local Finance Bureau, with a duplicate of the written notification and one copy of each of the documents specified in the following items in accordance with the cases listed in the respective items attached thereto:

- (i) in cases of having changed the trade name: a certificate of registered information of the specified purpose company stating the particulars related to the change;
- (ii) in cases of having established, changed or discontinued the locality of a business office: a certificate of registered information of the specified purpose company stating the particulars related to the change or a document in lieu thereof;
- (iii) if there has been a change of directors, company auditors or important employees: the following documents related to the person who has newly become a director, company auditor, or important employee:
 - (a) the documents listed in Article 9, paragraph (1), items (ii), and (ii)-3 through (v);
 - (b) in cases where a name that was used before marriage was stated together with the current name in a written notification of changes, and when the document set forth in (a) (limited to the document set forth in Article 9, paragraph (1), item (ii)) does not certify the name that was used before marriage, a document certifying the name before marriage;
- (iv) if there has been a change of accounting advisors: the following documents related to the person who has newly become an accounting advisor:
 - (a) the documents listed in Article 9, paragraph (1), items (ii), (iv), (vi) and (vii);
 - (b) in cases where a name that was used before marriage was stated together with the current name in a written notification of changes, and when the document set forth in (a) (limited to the document set forth in Article 9, paragraph (1), item (ii)) does not certify the name that was used before marriage, a document certifying the name before marriage;
- (v) if there has been a change of the major specified equity members (meaning the person who holds a number of units of specified equity which account for one-tenth or more of the amount of specified capital in the person's own name or in another person's name): the register of specified equity members and the register of shareholders or members of the parent company which have been prepared using the Appended Form No. 7; and
- (vi) if the directors or company auditors have newly come to engage in the ordinary business of another corporation or conduct a business: the document stating the name of the director or company auditor, as well as the name of the other corporation and the type of its business or the type of the business conducted by the director or company auditor.

- (2) If the competent Director-General of a Local Finance Bureau receives a written notification of changes, the Director-General must, after affixing a receipt stamp on the duplicate of the written notification of changes and entering a receipt number therein, return the duplicate to the person who made the notification.
- (3) In the case referred to in the preceding paragraph (excluding cases where a notification has been made with regard to a change to the locality of the business office prescribed in Article 4, paragraph (2), item (ii) of the Act (including as applied mutatis mutandis pursuant to Article 11, paragraph (5) of the Act) to the effect that the principal business office of the specified purpose company is relocated outside the jurisdictional district of the competent Director-General of a Local Finance Bureau), the competent Director-General of a Local Finance Bureau is to register the particulars prescribed in Article 9, paragraph (5), items (i) and (ii) of the Act related to the notification in the specified purpose company register.

(Transfer of Jurisdiction)

Article 28 (1) If the notification under the provisions of Article 9, paragraph (1) of the Act has been made (limited to cases where notification has been made with regard to a change to the locality of the business office as prescribed in Article 4, paragraph (2), item (ii) of the Act (including as applied mutatis mutandis pursuant to Article 11, paragraph (5) of the Act) to the effect that the principal business office of the specified purpose company is to be relocated outside the jurisdictional district of the competent Director-General of a Local Finance Bureau), the competent Director-General of a Local Finance Bureau is to send the written notification of changes, the part of the specified purpose company register which is related to the specified purpose company, and other documents to the Director-General of a Local Finance Bureau who has jurisdiction over the locality of the principal business office after the change regarding the notification (when the new locality is within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, the Director-General of the Fukuoka Local Finance Branch Bureau; the same applies in the following paragraph).

- (2) The Director General of a Local Finance Bureau who has received the written notification of change, the part of the specified purpose company register related to the specified purpose company, and other documents that have been sent under the provisions of the preceding paragraph, is to register the particulars related to the notification in the specified purpose company register.

(Notification Related to Changes to Asset Securitization Plans)

Article 29 (1) If a specified purpose company seeks to make a notification under

the provisions of Article 9, paragraph (1) of the Act (limited to the notification related to a change to an asset securitization plan), the company must submit a written notification as prescribed in paragraph (2) of that Article which has been prepared using the Appended Form No. 10 (hereinafter referred to as a "written notification of change to the asset securitization plan" in this Article) to the competent Director-General of a Local Finance Bureau, with a duplicate of the written notification and one copy of each of the documents listed in the items of paragraph (3) of that Article (for the changed asset securitization plan, two copies) attached thereto.

- (2) Notwithstanding the provisions of the preceding paragraph, when a specified purpose company attaches the changed asset securitization plan to a written notification of change to the asset securitization plan pursuant to the provisions of Article 4, paragraph (4) of the Act as applied mutatis mutandis pursuant to Article 9, paragraph (4) of the Act, the changed asset securitization plan to be attached to the written notification of change to the asset securitization plan consists of one copy.
- (3) If a specified purpose company has made a change to the particulars set forth in Article 18, item (i) (limited to cases where assets other than the assets stated or recorded as specified assets (excluding secondary specified assets; hereinafter the same applies in this paragraph) in the asset securitization plan are newly stated or recorded as specified assets as a result of the change), the company must attach to the written notification of change to the asset securitization plan set forth in paragraph (1), a duplicate or certified copy of the written contract for the contracts listed in the items of Article 7, paragraph (1) regarding the new specified assets (meaning the assets that are newly stated or recorded as specified assets in the asset securitization plan as a result of the change; hereinafter the same applies in this paragraph) and the documents listed in the items of Article 8, paragraph (1) and Article 9, paragraph (1), items (ix) and (xi); provided, however, that when a specified purpose company participates in competitive bidding for the purpose of receiving a transfer of the new specified assets (limited to cases where it submits the written notification of change to the asset securitization plan set forth in paragraph (1) together with a document stating the implementation guidelines of the competitive bidding or a document equivalent thereto (limited to such a document prepared by the person who implements the competitive bidding and delivered to more than one person), or a copy thereof), it may omit the attachment of the a duplicate or certified copy of a written contract for the contracts listed in Article 7, paragraph (1), item (i) and the documents listed in the items of Article 8, paragraph (1).
- (4) The provisions of Article 8, paragraph (2) and Article 9, paragraph (2) apply mutatis mutandis to the cases referred to in the main text of the preceding

paragraph. In this case, the phrase "making a notification of commencement of business or notification of a new plan (meaning the notification under the provisions of Article 11, paragraph (1) of the Act; the same applies hereinafter)" in Article 8, paragraph (2) and the phrase "making a notification of commencement of business or notification of a new plan" in Article 9, paragraph (2) are deemed to be replaced with "submission of the written notification of change to the asset securitization plan".

- (5) If a specified purpose company that had submitted the written notification of change to the asset securitization plan under paragraph (1) by omitting the attachment of the a duplicate or certified copy of a written contract for the contracts listed Article 7, paragraph (1), item (i) and the documents listed in the items of Article 8, paragraph (1) pursuant to the provisions of the proviso to paragraph (3) has concluded a contract prescribed in Article 7, paragraph (1), item (i) or Article 8, paragraph (1), item (ii) or has created a trust prescribed in item (i) of that paragraph, the company must promptly submit a duplicate or certified copy of the written contract for those contracts or the contract for the trust to the competent Director-General of a Local Finance Bureau. If such a specified purpose company is to issue asset-backed securities after making the change regarding the written notification of change to the asset securitization plan, the company must conclude the contract or create the trust by the day on which the first public offering or the private placement of the asset-backed securities after the change is made.
- (6) If a specified purpose company has made a change to the particulars set forth in Article 18, item (v), the company must attach to the written notification of change to the asset securitization plan set forth in paragraph (1), a duplicate or certified copy of a written contract for the contract listed in Article 7, paragraph (1), item (i) or item (ii) which has been newly concluded for the change.
- (7) If a specified purpose company has made a change to the particulars set forth in Article 18, item (vi) (excluding the changes made in the cases prescribed in the main text of paragraph (3)), the company must attach to the written notification of change to the asset securitization plan set forth in paragraph (1), a duplicate or certified copy of the written contract for the contract listed in Article 7, paragraph (1), item (iii) which has been newly concluded for the change.
- (8) In the case referred to in Article 18, item (vii), sub-item (c), where the details of any of the particulars listed in items (ii) through (iv) of that Article have not yet been determined, the specified purpose company must attach to the written notification of change to the asset securitization plan set forth in paragraph (1), a duplicate or certified copy of the written contract for the contract set forth in Article 7, paragraph (1) which has been concluded upon determining the

details.

- (9) If a specified purpose company has made a change to the particulars set forth in Article 19, item (ii) (excluding the changes made in the cases prescribed in the main text of paragraph (3)), the company must attach to the written notification of change to the asset securitization plan set forth in paragraph (1), the written contract for the trust set forth in Article 8, paragraph (1), item (i) or a duplicate or certified copy of the written contract for the contract listed in item (ii) of that paragraph which has been newly concluded for the change.
- (10) If the competent Director-General of a Local Finance Bureau receives a written notification of change to the asset securitization plan, the Director-General must, after affixing a receipt stamp on a duplicate of the written notification of change to the asset securitization plan and one copy of the changed asset securitization plan (when the changed asset securitization plan is submitted as electronic or magnetic records prescribed in Article 10, a document stating the particulars recorded in the electronic or magnetic records), and entering a receipt number therein, return the duplicate and the changed asset securitization plan to the person who made the notification.

(Documents Certifying That Changes to Asset Securitization Plans Have Been Made Based on the Provisions of the Act)

Article 30 The documents specified by Cabinet Office Order as prescribed in Article 9, paragraph (3), item (ii) of the Act are the documents specified in the following items in accordance with the categories of cases listed in each item:

- (i) in cases of having made a change to the asset securitization plan through a resolution of a general meeting of members: the following documents:
- (a) a certified copy of the minutes of the general meeting of members;
 - (b) in cases of a specified purpose company that has issued specified bonds (excluding specified short-term bonds), a certified copy of the minutes of the specified bondholders meeting (when the company issues two or more classes of specified bonds (excluding specified short-term bonds) with different features, including the specified bondholders meeting of each class);
 - (c) in cases of a specified purpose company that has issued specified short-term bonds, a document certifying that it has entrusted a reasonable property to a trust company or financial institution pursuant to the provisions of Article 155, paragraph (4) of the Act;
 - (d) in cases of a specified purpose company that has issued specified promissory notes, a document certifying that it has entrusted a reasonable property to a trust company or financial institution pursuant to the provisions of Article 155, paragraph (4) of the Act as applied mutatis mutandis pursuant to Article 156, paragraph (3) of the Act; and

- (e) in cases of a specified purpose company that has made a specified borrowing, a document certifying that it has entrusted a reasonable property to a trust company or financial institution pursuant to the provisions of Article 155, paragraph (4) of the Act as applied mutatis mutandis pursuant to Article 157, paragraph (2) of the Act;
- (ii) in cases of having made a change to the asset securitization plan based on the provisions of Article 151, paragraph (3) of the Act (limited to the case set forth in item (i) of that paragraph): the following documents, and a document certifying that a notice or public notice has been given under the provisions of paragraph (4) of that Article:
 - (a) if the details of the change fall under Article 79, paragraph (1), item (i), a document certifying the occurrence of the event prescribed in that item;
 - (b) if the details of the change fall under Article 79, paragraph (1), item (ii), a certified copy of the minutes of the general meeting of members in which a resolution causing the change has been made; and
 - (c) if the details of the change fall under Article 79, paragraph (1), item (iii), a document certifying that the cancelation of the preferred equity, distribution of residual assets, and the performance of obligations undertaken in relation to specified bonds, specified promissory notes, and specified borrowings have been completed in accordance with the asset securitization plan;
- (iii) in cases of having made a change to the asset securitization plan based on the provisions of Article 151, paragraph (3) of the Act (limited to the case set forth in item (ii) of that paragraph): a document certifying that consent has been obtained as prescribed in that item and a document certifying that a notice or public notice has been given under the provisions of paragraph (4) of that Article;
- (iv) in cases of having made a change to the asset securitization plan based on the provisions of Article 151, paragraph (3) of the Act (limited to the case set forth in item (iii) of that paragraph): the following documents, and a document certifying that a notice or public notice has been given under the provisions of paragraph (4) of that Article:
 - (a) in a case as set forth in Article 79, paragraph (2), item (i), a document certifying that consent has been obtained as prescribed in that item; and
 - (b) in a case as set forth in Article 79, paragraph (2), item (ii), a document certifying that the requirements stated or recorded in the asset securitization plan have been satisfied and that the procedure stated or recorded in the asset securitization plan has been taken.

(Notifications of Termination of Business)

Article 31 (1) A specified purpose company which seeks to make a notification

under the provisions of Article 10, paragraph (1) of the Act must submit a written notification prepared using the Appended Form No. 11 (hereinafter referred to as a "written notification of termination of business") to the competent Director-General of a Local Finance Bureau, with a duplicate of the written notification attached thereto.

- (2) If the Director-General of a Local Finance Bureau receives a written notification of termination of business, the Director-General must, after affixing a receipt stamp on the duplicate of the written notification of termination of business, and entering a receipt number therein, return the duplicate to the person who made the notification.

(Notification of New Plans)

Article 32 (1) A specified purpose company which seeks to make a notification of a new plan must submit a written notification prepared using the Appended Form No. 1 (hereinafter referred to as a "written notification of a new plan" in this Article) to the Director-General of a Local Finance Bureau, with a duplicate of the written notification, one copy of each of the documents prescribed in Article 11, paragraph (3) of the Act (including the balance sheet approved at a general meeting of members pursuant to the provisions of Article 159, paragraph (1) of the Act), one copy of each of the documents listed in Article 4, paragraph (3), items (ii) through (vi) of the Act as applied mutatis mutandis pursuant to Article 11, paragraph (5) of the Act (for an asset securitization plan, two copies), and the duplicate of the written notification of termination of business which has been returned pursuant to the provisions of paragraph (2) of the preceding Article attached thereto.

- (2) Notwithstanding the provisions of the preceding paragraph, when a specified purpose company attaches an asset securitization plan to a written notification of a new plan pursuant to the provisions of Article 4, paragraph (4) of the Act as applied mutatis mutandis pursuant to Article 11, paragraph (5) of the Act, the asset securitization plan to be attached to the written notification of a new plan consists of one copy.

- (3) If the competent Director-General of a Local Finance Bureau receives a written notification of a new plan, the Director-General must, after affixing a receipt stamp on a duplicate of the written notification of a new plan and one copy of the asset securitization plan, and entering a receipt number therein, return the duplicate and the asset securitization plan to the person who made the notification.

(Notification of Discontinuation of Business)

Article 33 A person who seeks to make a notification under the provisions of Article 12, paragraph (1) of the Act must submit a written notification

prepared using the Appended Form No. 12 to the Competent Director-General of a Local Finance Bureau, with one copy of a document stating the means of concluding the business based on the asset securitization plan, a duplicate of the written notification of termination of business which has been returned pursuant to the provisions of Article 31, paragraph (2) if there is any duplicate, and one copy of each of the documents specified in the following items in accordance with the categories of cases listed in the respective items attached thereto:

- (i) if the specified purpose company is dissolved due to an order of commencement of bankruptcy proceedings: a document certifying that the court has appointed a person who seeks to make a notification as the bankruptcy trustee of the specified purpose company, or a document in lieu thereof; and
- (ii) if the specified purpose company is dissolved due to circumstances other than an order of commencement of bankruptcy proceedings: a certificate of registered information of the specified purpose company which pertains to the liquidator of the specified purpose company, or a document in lieu thereof.

Section 2 Specified Purpose Company

(Costs for Incorporation)

Article 34 The costs specified by Cabinet Office Order as prescribed in Article 16, paragraph (3), item (iv) of the Act are as follows:

- (i) stamp duty for the articles of incorporation;
- (ii) fees and remuneration payable to the bank or equivalent entity (meaning the bank or equivalent entity prescribed in Article 19, paragraph (2) of the Act) which has handled the payment of the money in exchange for specified equity issued at incorporation;
- (iii) remuneration for the inspectors specified under the provisions of Article 33, paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to Article 18, paragraph (2) of the Act; and
- (iv) registration and license tax for the registration of incorporation of the specified purpose company.

(Banks or Equivalent Entities)

Article 35 The organizations specified by Cabinet Office Order as prescribed in Article 19, paragraph (2) of the Act are as follows:

- (i) the agricultural cooperatives or federations of agricultural cooperatives engaged in the business referred to in Article 10, paragraph (1), item (iii) of the Agricultural Co-operatives Act (Act No. 132 of 1947);
- (ii) the fisheries cooperatives, federations of fisheries cooperatives, fishery

processing cooperatives, or federations of fishery processing cooperatives engaged in the business referred to in Article 11, paragraph (1), item (iv), Article 87, paragraph (1), item (iv), Article 93, paragraph (1), item (ii), or Article 97, paragraph (1), item (ii) of the Fishery Cooperative Act (Act No. 242 of 1948);

- (iii) the credit cooperatives, or the federation of cooperatives engaged in the business referred to in Article 9-9, paragraph (1), item (i) of the Small and Medium-Sized Enterprise Cooperatives Act (Act No. 181 of 1949);
- (iv) Shinkin Banks or federations of Shinkin Banks;
- (v) labor banks or federations of labor banks;
- (vi) the Norinchukin Bank; and
- (vii) the Shoko Chukin Bank Limited.

(Means for Members to Demand the Filing of an Action for Pursuing Liability)

Article 36 The means specified by Cabinet Office Order as prescribed in Article 97, paragraph (1) of the Act (including as applied mutatis mutandis pursuant to Article 174, paragraph (3) of the Act) and in Article 847, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 25, paragraph (4), Article 36, paragraph (10), Article 42, paragraph (8), Article 119, paragraph (2), Article 120, paragraph (6), Article 138, paragraph (2) and Article 147, paragraph (2) of the Act, is the submission of a document stating the following particulars, or the provision of the particulars by electronic or magnetic means (meaning electronic or magnetic means as prescribed in Article 40, paragraph (3) of the Act; the same applies hereinafter):

- (i) the person who is to become a defendant; and
- (ii) the object of the claim and the facts necessary for identifying the claim.

(Means for Specified Purpose Companies to Notify the Reasons for Not Filing an Action to Enforce Liability)

Article 37 The means specified by Cabinet Office Order as prescribed in Article 847, paragraph (4) of the Companies Act as applied mutatis mutandis pursuant to Article 25, paragraph (4), Article 36, paragraph (10), Article 42, paragraph (8), Article 97, paragraph (2) (including as applied mutatis mutandis pursuant to Article 174, paragraph (3) of the Act), Article 119, paragraph (2), Article 120, paragraph (6), Article 138, paragraph (2), and Article 147, paragraph (2) of the Act is the submission of a document stating the following particulars, or the provision of the particulars by electronic or magnetic means:

- (i) the content of the investigation conducted by the specified purpose company (including the materials on which the judgment set forth in the following item was based);
- (ii) a judgment with regard to any liability or obligation of a person set forth in

item (i) of the preceding Article related to the action concerning the demand under Article 97, paragraph (1) of the Act (including as applied mutatis mutandis pursuant to Article 174, paragraph (3) of the Act) and Article 847, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 25, paragraph (4), Article 36, paragraph (10), Article 42, paragraph (8), Article 119, paragraph (2), Article 120, paragraph (6), Article 138, paragraph (2), and Article 147, paragraph (2) of the Act, and the reasons therefor:

(iii) if the person referred to in the preceding item has been judged to have a liability or obligation, when an action to enforce liability, etc. (meaning an action to enforce liability as prescribed in Article 97, paragraph (1) of the Act (including as applied mutatis mutandis pursuant to Article 174, paragraph (3) of the Act) and an action to enforce liability, etc. as prescribed in Article 847, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 25, paragraph (4), Article 36, paragraph (10), Article 42, paragraph (8), Article 119, paragraph (2), Article 120, paragraph (6), Article 138, paragraph (2), and Article 147, paragraph (2) of the Act) is not filed, the reasons therefor.

(Specified Equity Trusts)

Article 38 The particulars specified by Cabinet Office Order as prescribed in Article 28, paragraph (1), item (iv) of the Act and the particulars specified by Cabinet Office Order as prescribed in Article 30, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 33, paragraph (3) of the Act following the deemed replacement of terms are as follows:

- (i) the name and address of the trustee;
- (ii) the names and addresses of the settlor and the beneficiaries (excluding cases in which the specified equity trust is a specified purpose trust);
- (iii) the names and addresses of the trust administrator, the trust supervisor, and the beneficiaries' agent (when the specified equity trust is a specified purpose trust, the representative beneficiary certificate holder or specified trust administrator);
- (iv) the purpose of the trust (when the specified equity trust is a specified purpose trust, a statement to that effect);
- (v) the means of the administration of specified equity which is trust property;
- (vi) the grounds for termination of the trust; and
- (vii) other clauses of the trust.

(Request to State Particulars for the Specified Equity Member Register)

Article 39 The cases specified by Cabinet Office Order as prescribed in Article 133, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant

to Article 30, paragraph (2) of the Act are as follows:

- (i) cases in which the acquirer of specified equity (meaning the acquirer of specified equity prescribed in Article 31, paragraph (2) of the Act; hereinafter the same applies in this Article and the following Article) has received a final and binding judgment ordering to make the request under Article 133, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 30, paragraph (2) of the Act related to the specified equity acquired by the acquirer of specified equity against a person who has been stated or recorded in the specified equity member register as being a specified equity member or a general successor thereto, and in which the acquirer of specified equity has made the request by providing a document or any other materials certifying the content of the final and binding judgment;
- (ii) cases in which the acquirer of specified equity has made the request by providing a document or any other materials certifying the content of a decision having the same effect as the final and binding judgment set forth in the preceding item;
- (iii) cases in which the acquirer of specified equity is a designated purchaser (meaning the designated purchaser prescribed in Article 31, paragraph (7) of the Act; the same applies in Article 41), when the acquirer of specified equity has made the request by providing a document or any other materials certifying that the acquirer of specified equity has paid the sales price in full to the requester for the approval of transfer (meaning the requester for the approval of transfer prescribed in Article 31, paragraph (6) of the Act; the same applies in Article 41);
- (iv) cases in which the acquirer of specified equity is a person who has acquired the specified equity of the specified purpose company by general succession, when the acquirer of specified equity has made the request by providing a document or any other materials certifying the general succession;
- (v) cases in which the acquirer of specified equity is a person who has acquired the specified equity of the specified purpose company by an auction, when the acquirer of specified equity has made the request by providing a document or any other materials certifying that the acquisition was made by the auction; and
- (vi) cases in which the acquirer of specified equity is a person who has acquired the specified equity sold under the provisions of Article 234, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 38 of the Act following the deemed replacement of terms, when the acquirer of specified equity has made the request by providing a document or any other materials certifying that the acquirer of specified equity has paid the price for the sale in full.

(Request for Approval Made by the Acquirer of Specified Equity)

Article 40 The cases specified by Cabinet Office Order as prescribed in Article 31, paragraph (3) of the Act are as follows:

- (i) cases in which the acquirer of specified equity has received a final and binding judgment ordering to make the request under Article 31, paragraph (1) of the Act related to the specified equity acquired by the acquirer of specified equity against a person who has been stated or recorded in the specified equity member register as being a specified equity member or a general successor thereto, and the acquirer of specified equity has made the request by providing a document or any other materials certifying the content of the final and binding judgment;
- (ii) cases in which the acquirer of specified equity has made the request by providing a document or any other materials certifying the content of a decision having the same effect as the final and binding judgment set forth in the preceding item;
- (iii) cases in which the acquirer of specified equity is a person who has acquired the specified equity of the specified purpose company by an auction, when the acquirer of specified equity has made the request by providing a document or any other materials certifying that the acquisition was made by the auction; and
- (iv) cases in which the acquirer of specified equity is a person who has acquired the specified equity sold under the provisions of Article 234, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 38 of the Act following the deemed replacement of terms, when the acquirer of specified equity has made the request by providing a document or any other materials certifying that the acquirer of specified equity has paid the price for the sale in full.

(Cases in Which a Specified Purpose Company Is Deemed as Approved)

Article 41 The cases specified by Cabinet Office Order as prescribed in Article 145, item (iii) of the Companies Act as applied mutatis mutandis pursuant to Article 31, paragraph (9) of the Act are as follows:

- (i) cases in which the designated purchaser has given notice under the provisions of Article 142, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 31, paragraph (8) of the Act within ten days (when any shorter period is provided for in the articles of incorporation, that shorter period) from the date of notice under the provisions of Article 31, paragraph (6) of the Act, when the designated purchaser has not delivered the document set forth in Article 142, paragraph (2) of the Companies Act to the requester for the approval of transfer within the period; and
- (ii) cases in which the requester for the approval of transfer has canceled the

sales contract for the specified equity concluded with the designated purchaser.

(Request to State Particulars for the Specified Equity Member Register for the Specified Equity Trust)

Article 42 The cases specified by Cabinet Office Order as prescribed in Article 133, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 33, paragraph (3) of the Act are cases in which a person who has accepted specified equity in a trust pursuant to the provisions of Article 33, paragraph (1) of the Act, makes a request by providing a document or any other materials certifying that a trust has been created with specified equity.

(Particulars to Be Notified to Persons Who Seek to File Applications for Specified Equity for Subscription)

Article 43 The particulars specified by Cabinet Office Order as prescribed in Article 203, paragraph (1), item (iv) of the Companies Act as applied mutatis mutandis pursuant to Article 36, paragraph (5) of the Act are as follows:

- (i) the amount of specified capital;
- (ii) if there are provisions in the articles of incorporation prescribed in Article 145, item (i) of the Companies Act as applied mutatis mutandis pursuant to Article 31, paragraph (9) of the Act, those provisions of the articles of incorporation;
- (iii) if there are provisions in the articles of incorporation to the effect that an administrator of a specified equity member register as prescribed in Article 22, paragraph (2), item (vii) of the Act is to be appointed, the name and address as well as the business office thereof; and
- (iv) the particulars provided for in the articles of incorporation (excluding the particulars listed in Article 203, paragraph (1), items (i) through (iii) of the Companies Act as applied mutatis mutandis pursuant to Article 36, paragraph (5) of the Act and the particulars listed in the preceding three items), for which the person who seeks to file an application to subscribe for specified equity for subscription requests the specified purpose company to notify the person.

(Cases in Which Notification to Persons Who Seek to File Applications for Specified Equity for Subscription Is Not Required)

Article 44 The cases specified by Cabinet Office Order as prescribed in Article 203, paragraph (4) of the Companies Act as applied mutatis mutandis pursuant to Article 36, paragraph (5) of the Act or in Article 40, paragraph (4) or Article 122, paragraph (4) of the Act are as follows, where a specified purpose company has provided the persons who seek to file applications under Article 203,

paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 36, paragraph (5) of the Act or under Article 40, paragraph (1) or Article 122, paragraph (1) of the Act with the particulars listed in the items of these paragraphs:

- (i) cases in which the specified purpose company has provided the particulars to be stated in the prospectus pursuant to the provisions of the Financial Instruments and Exchange Act by electronic or magnetic means; or
- (ii) cases in which the specified purpose company has provided the prospectus, documents equivalent thereto, or any other materials under the laws and regulations of a foreign state.

(Directors to Be Held Liable in Cases of Shortfall in Value of Property Contributed)

Article 45 (1) The persons specified by Cabinet Office Order as prescribed in Article 213, paragraph (1), item (i) of the Companies Act as applied mutatis mutandis pursuant to Article 36, paragraph (5) of the Act are as follows:

- (i) the director who has performed the duties related to the determination of the value of the property contributed in kind (meaning the property contributed in kind prescribed in Article 207, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 36, paragraph (5) of the Act; hereinafter the same applies in this Article);
- (ii) if the value of the property contributed in kind has been determined by a majority of directors, the directors who have agreed to the determination; and
- (iii) if a resolution has been made at a general meeting of members with regard to the determination of the value of the property contributed in kind, the director who has explained the particulars concerning the value of the property contributed in kind at the general meeting of members.

(2) The persons specified by Cabinet Office Order as prescribed in Article 213, paragraph (1), item (ii) of the Companies Act as applied mutatis mutandis pursuant to Article 36, paragraph (5) of the Act are as follows:

- (i) the director who has submitted a proposal concerning the determination of the value of property contributed in kind to a general meeting of members; and
- (ii) the directors who have agreed to the decision to submit the proposal set forth in the preceding item.

(Directors to Be Held Liable for Disguising Performance of Contribution)

Article 45-2 The persons specified by Cabinet Office Order as prescribed in Article 213-3 paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 36, paragraph (5) of the Act are the following persons:

- (i) the directors who performed the duties concerning disguising the performance of contribution (meaning the performance of contribution provided in Article 208, paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to Article 36, paragraph (5) of the Act; hereinafter the same applies in this Article);
- (ii) if disguising the performance of contribution has been decided by a majority of directors, the directors who have agreed to the decision;
- (iii) if disguising the performance of contribution has been made based on a resolution of a general meeting of members, the following persons:
 - (a) the directors who submitted proposals concerning disguising the performance of contribution to the general meeting of members;
 - (b) the directors who have agreed to the decision to submit the proposal set forth in sub-item (a); and
 - (c) the director who has explained the particulars concerning disguising the performance of contribution at the general meeting of members;

(Particulars Subject to Prior Disclosure Concerning Consolidation of Specified Equity)

Article 45-3 The particulars specified by Cabinet Office Order as prescribed in Article 182-2, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 38 of the Act are the following particulars:

- (i) particulars concerning the appropriateness of the provisions for the following particulars and other particulars listed in Article 180, paragraph (2), item (i) of the Companies Act as applied mutatis mutandis pursuant to Article 38 of the Act:
 - (a) if there is a controlling member (meaning the controlling member provided in Article 2, paragraph (1), item (i) of the Regulation on Accounting of Specified Purpose Companies (Cabinet Office Order No. 44 of 2006); the same applies in Article 48-2, item (i), sub-item (a)) for the specified purpose company that is to consolidate its specified equity, the particulars given due consideration so as not to harm the interests of the specified equity member of the specified purpose company (excluding the controlling member) (in cases those particulars do not exist, that fact); and
 - (b) if fractions that are less than one unit are expected to be processed pursuant to the provisions of Article 234, paragraph (2) and Article 235, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 38 of the Act, the particulars concerning the method of the processing, the amount of money to be delivered to the specified equity members as a result of the processing, and the appropriateness of the amount;
- (ii) the following particulars concerning the specified purpose company

(excluding a specified purpose company in liquidation (meaning the specified purpose company in liquidation provided in Article 165 of the Act; the same applies in Article 48-2, item (ii)); hereinafter the same applies in this item) that is to consolidate its specified equity:

- (a) if an event that has a significant influence on the status of the property of the specified purpose company has occurred after the last day of the most recent business year (meaning the most recent business year provided in Article 34, paragraph (4) of the Act; the same applies hereinafter) (when there is no most recent business year, the day of establishment of the specified purpose company), its content (when the most recent business year is to be replaced with a new most recent business year during the period from the day of commencement of keeping documents (meaning the earliest of the days listed in the items of Article 182-2, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 38 of the Act; the same applies in the following item) by the day on which the consolidation of specified equity becomes effective, limited to the content of the event that occurred after the last day of the new most recent business year); and
- (b) if there is no most recent business year in regard to the specified purpose company, the balance sheet as of the day of establishment of the specified purpose company.
- (iii) if any changes to the particulars listed in the preceding two items have occurred after the day of commencement of keeping documents by the day on which the consolidation of specified equity becomes effective, the particulars after the change.

(Particulars Subject to Ex Post Facto Disclosure Concerning Consolidation of Specified Equity)

Article 45-4 The particulars specified by Cabinet Office Order as prescribed in Article 182-6, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 38 of the Act are the following particulars:

- (i) the day on which the consolidation of the specified equity has become effective;
- (ii) the progress of the procedure in regard to the request pursuant to the provisions of Article 182-3 of the Companies Act as applied mutatis mutandis pursuant to Article 38 of the Act;
- (iii) the progress of the procedure pursuant to the provisions of Article 182-4 of the Companies Act as applied mutatis mutandis pursuant to Article 38 of the Act;
- (iv) the total number of units of specified equity on the day on which the consolidation of the specified equity has become effective; and

- (v) beyond what is listed in the preceding items, material particulars concerning the consolidation of the specified equity;

(Particulars to Be Notified to Persons Who Seek to File Applications for Preferred Equity for Subscription)

Article 46 (1) The particulars specified by Cabinet Office Order as prescribed in Article 40, paragraph (1), item (v) of the Act regarding specified short-term bonds, and the particulars specified by Cabinet Office Order as prescribed in Article 122, paragraph (1), item (xx) of the Act, are the particulars listed in Article 15, items (ii) through (ix).

(2) The particulars specified by Cabinet Office Order as prescribed in Article 40, paragraph (1), item (v) of the Act regarding specified promissory notes, and the particulars specified by Cabinet Office Order as prescribed in Article 122, paragraph (1), item (xxi) of the Act, are the particulars listed in Article 16, items (ii) through (viii).

(3) The particulars specified by Cabinet Office Order as prescribed in Article 40, paragraph (1), item (vi) and Article 122, paragraph (1), item (xxii) of the Act are the particulars listed in Article 17, items (ii) and (iii).

(4) The particulars specified by Cabinet Office Order as prescribed in Article 40, paragraph (1), item (xii) of the Act are as follows:

- (i) if a specified purpose company is to issue two or more classes of preferred equity with different features, the details of each class of preferred equity and the number of units that may be issued;
- (ii) if there are provisions in the articles of incorporation to the effect that an administrator of a preferred equity member register as prescribed in Article 42, paragraph (1), item (iii) of the Act is to be appointed, the name and address as well as the business office thereof; and
- (iii) in cases of planning to appropriate the whole or part of money to be obtained through the administration or disposition of the specified assets as the whole or part of the funds for the acquisition of the specified assets or other specified assets (excluding cases of planning to appropriate the whole or part of money to be obtained through the administration or disposition of the specified assets as the whole or part of the funds for the acquisition of only secondary specified assets), a statement to that effect;
- (iv) the particulars provided for in the articles of incorporation (excluding the particulars listed in Article 40, paragraph (1), items (i) through (xi) of the Act and the particulars listed in the preceding three items), for which the person who seeks to file an application to subscribe for preferred equity for subscription requests the specified purpose company to notify the person.

Article 47 Deleted

(Requests to State Particulars in Preferred Equity Member Register)

Article 48 The cases specified by Cabinet Office Order as prescribed in Article 133, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 45, paragraph (3) of the Act are as follows:

- (i) cases in which the acquirer of preferred equity (meaning the acquirer of preferred equity prescribed in Article 133, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 45, paragraph (3) of the Act following the deemed replacement of terms; the same applies in the following item) has made the request by presenting preferred equity security; and
- (ii) cases in which the acquirer of preferred equity is a person who has acquired the preferred equity sold under the provisions of Article 234, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 50, paragraph (3) of the Act following the deemed replacement of terms or put up for an auction under the provisions of Article 235, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 50, paragraph (3) of the Act following the deemed replacement of terms, when the acquirer of preferred equity has made the request by providing a document or any other materials certifying that they have paid the price for such sale or auction in full.

(Particulars Subject to Prior Disclosure Concerning Consolidation of Preferred Equity)

Article 48-2 The particulars specified by Cabinet Office Order as prescribed in Article 182-2 paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 50, paragraph (1) of the Act are the following particulars:

- (i) particulars concerning the appropriateness of the provisions for the following particulars and other particulars listed in Article 180, paragraph (2), item (i) of the Companies Act as applied mutatis mutandis pursuant to Article 50, paragraph (1) of the Act:
 - (a) if there is a controlling member for the specified purpose company seeking to consolidate its preferred equity, the particulars given due consideration so as not to harm the interests of the preferred equity members of the specified purpose company (excluding the controlling member) (in cases those particulars do not exist, that fact); and
 - (b) if fractions that are less than one unit are expected to be processed pursuant to the provisions of Article 234, paragraph (2) and Article 235, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 50, paragraph (3) of the Act, the particulars concerning the method of the processing, the amount of money to be delivered to the

- preferred equity members as a result of the processing, and the appropriateness of the amount;
- (ii) the following particulars concerning the specified purpose company (excluding a specified purpose company in liquidation; hereinafter the same applies in this item) seeking to consolidate its preferred equity:
 - (a) if an event that has a significant influence on the status of the property of the specified purpose company has occurred after the last day of the most recent business year (when there is no most recent business year, the day of establishment of the specified purpose company), its content (when the most recent business year is to be replaced with a new most recent business year during the period from the day of commencement of keeping documents (meaning the earliest of the days listed in the items of Article 182-2, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 50, paragraph (1) of the Act; the same applies in the following item) by the day on which the consolidation of preferred equity becomes effective, limited to the content of the events that occurred after the last day of the new most recent business year); and
 - (b) if there is no most recent business year in regard to the specified purpose company, the balance sheet as of the day of establishment of the specified purpose company.
 - (iii) if any changes to the particulars listed in the preceding two items have occurred after the day of commencement of keeping documents by the day on which the consolidation of preferred equity becomes effective, the particulars after the change.

(Particulars Subject to Ex Post Facto Disclosure Concerning Consolidation of Preferred Equity)

Article 48-3 The particulars specified by Cabinet Office Order as prescribed in Article 182-6 paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 50, paragraph (1) of the Act are the following particulars:

- (i) the day on which the consolidation of the preferred equity has become effective;
- (ii) the progress of the procedure in regard to the request pursuant to the provisions of Article 182-3 of the Companies Act as applied mutatis mutandis pursuant to Article 50, paragraph (1) of the Act;
- (iii) the progress of the procedure pursuant to the provisions of Article 182-4 of the Companies Act as applied mutatis mutandis pursuant to Article 50, paragraph (1) of the Act;
- (iv) the total number of units of preferred equity (in the case of a specified purpose company issuing two or more classes of preferred equity, the class of preferred equity referred to in Article 180, paragraph (2), item (iii) of the

Companies Act as applied mutatis mutandis pursuant to Article 50, paragraph (1) of the Act) on the day on which the consolidation of the preferred equity has become effective; and
(v) beyond what is listed in the preceding items, material particulars concerning the consolidation of the preferred equity.

(Market Prices in Cases of Processing Fractions of Less Than One Unit by Cancellation of Preferred Equity)

Article 49 The means specified by Cabinet Office Order as prescribed in Article 234, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 50, paragraph (3) of the Act are to be the means of considering the amount specified in the following items in accordance with the categories of cases listed in the respective items the price of the preferred equity prescribed in Article 234, paragraph (2) of the Companies Act:

- (i) in cases of selling the preferred equity through transactions in a market: the price for selling the preferred equity in the transaction; and
- (ii) in cases other than those set forth in the preceding item: the closing price of the preferred equity on the market in which the preferred equity is traded, as of the day on which it is sold pursuant to the provisions of Article 234, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 50, paragraph (3) of the Act (hereinafter referred to as the "sales date" in this item) (if no sale transaction is conducted on the relevant sales date, or if the relevant sale date falls on a non-business day of the market, the price concluded for the first sales transaction conducted after the sales date).

(Amount of Deficit)

Article 50 The means specified by Cabinet Office Order as prescribed in Article 60, paragraph (3), item (iv), sub-item (b) of the Act are the means whereby the higher of the following amounts is to be considered as the amount of deficit:

- (i) zero; or
- (ii) the amount obtained by deducting from zero any surplus (meaning a surplus set forth in Article 30, paragraph (2), item (v) of the Regulation on Accounting of Specified Purpose Companies; the same applies in Article 56 and Article 57) that exists as of the day on which the amount of specified capital is reduced pursuant to the provisions of Article 109, paragraph (4) of the Act.

(Appointment of Substitute Officers)

Article 51 (1) The appointment of substitute officers under the provisions of Article 329, paragraph (3) of the Companies Act as applied mutatis mutandis

pursuant to Article 68, paragraph (2) of the Act is as provided in this Article.

- (2) In cases of appointing substitute officers by a resolution prescribed in Article 329, paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to Article 68, paragraph (2) of the Act, the following particulars must be decided as well:
- (i) a statement to the effect that the candidate is a substitute officer;
 - (ii) if appointing the candidate as a substitute officer for one or more specific officers, a statement to that effect and the name of the specific officers (in cases of an accounting advisor, the advisor's name);
 - (iii) if appointing two or more substitute officers for one officer (in cases of appointing substitute officers for two or more officers, those two or more officers), the priority order among those substitute officers; and
 - (iv) if the appointment of a substitute officer is to be canceled before the person assumes office, a statement to that effect and procedures for effecting the cancellation.
- (3) The period during which the resolution related to the appointment of substitute officers is effective, unless otherwise provided for in the articles of incorporation, is to be until the time of the commencement of the first annual general meeting of members held after the resolution is adopted; provided, however, that this does not preclude the resolution of an annual general meeting of members from shortening the period.

(Persons Unable to Properly Perform Their Duties due to a Mental or Physical Disorder)

Article 51-2 A person specified by Cabinet Office Order as prescribed in Article 70, paragraph (1), item (ii) of the Act (including as applied mutatis mutandis pursuant to Article 72, paragraph (2) and Article 167, paragraph (7) of the Act) is a person that is unable to appropriately carry out the cognition, decision making, and communication necessary for properly performing their duties due to mental impairment.

(Election of Directors by Cumulative Voting)

Article 52 (1) The particulars specified by Cabinet Office Order as prescribed in Article 342, paragraph (5) of the Companies Act as applied mutatis mutandis pursuant to Article 77, paragraph (2) of the Act are as provided in this Article.

(2) If a request is made pursuant to the provisions of Article 342, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 77, paragraph (2) of the Act, the directors (if there is a chairperson of a general meeting of members, the chairperson, and if there is no director or chairperson, the member who has made the request) must, prior to a resolution for the appointment of a director to be made at the general meeting of members under

Article 342, paragraph (1) of the Companies Act, clearly state that a director is to be appointed as provided in paragraphs (3) through (5) of that Article.

- (3) In a case as set forth in Article 342, paragraph (4) of the Companies Act as applied mutatis mutandis pursuant to Article 77, paragraph (2) of the Act, when two or more candidates have obtained the same number of votes and therefore it is not possible to elect directors in the order of votes obtained by the candidates in the process of electing a certain number of directors at a general meeting of members under Article 342, paragraph (1) of the Companies Act, the directors are to be elected in the order of votes obtained by the respective candidates, up to the number of directors not exceeding the number of directors to be elected at the general meeting of members, from among the directors that may be elected in the order of votes obtained by the respective candidates.
- (4) In the case prescribed in the preceding paragraph, the number of directors, as calculated by deducting the number of candidates elected as directors under the provisions of the preceding paragraph from the number of directors to be elected at a general meeting of members under Article 342, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 77, paragraph (2) of the Act following the deemed replacement of terms, is to be elected by a resolution of the general meeting of members, notwithstanding the provisions of Article 342, paragraphs (3) and (4) of the Companies Act.

(Content of Accounting Advisor's Reports)

Article 53 The accounting advisor's report to be prepared pursuant to the provisions of Article 86, paragraph (1) of the Act must contain the following particulars:

- (i) the major particulars among those in which an accounting advisor is in agreement with the company with accounting advisors in performing their duties;
- (ii) the types of the financial statements and other related documents (meaning the balance sheet as of the date of its establishment as well as the financial statements (meaning the financial statements prescribed in Article 102, paragraph (2) of the Act; the same applies in paragraph (1) of the following Article and Article 100, paragraph (2), item (i) regarding each business year, and their annexed detailed statements; hereinafter the same applies in this Article), which have been prepared jointly by the directors and accounting advisors;
- (iii) particulars concerning the accounting policies (meaning the accounting policies defined in Article 2, paragraph (2), item (viii) of the Regulation on Accounting of Specified Purpose Companies) that fall under the following sub-items (excluding those which are of little importance):

- (a) the appraisal standards and means of the appraisal of the assets;
- (b) the means of the depreciation of fixed assets;
- (c) the standards for recording reserves;
- (d) the standards for recording revenues and expenses; and
- (e) other important particulars that are to be the basis for preparing financial statements and other related documents;
- (iv) the types of materials used to prepare financial statements and other related statements, and other processes and means of preparing financial statements and other related documents;
- (v) if the materials prescribed in the preceding item fall under the following grounds, a statement to that effect and the reasons therefor:
 - (a) there has been a considerable delay in the preparation of the materials; or
 - (b) a false statement has been entered in material particulars in the materials.
- (vi) if any materials necessary for the preparation of financial statements and other related documents have not been prepared or have not been properly preserved, a statement to that effect and the reasons therefor;
- (vii) the results of the collection of reports and the investigation conducted by the accounting advisors for preparing financial statements and other related documents; and
- (viii) the major particulars on which the accounting advisors have consulted with the directors when preparing financial statements and other related documents.

(Keeping of Financial Statements)

- Article 54 (1) If an accounting advisor specifies the place where the financial statements and their attached detailed statements as well as the accounting advisor's report regarding each business year are to be kept (hereinafter referred to as the "place for keeping accounting advisor's reports, etc." in this Article), the provisions of this Article apply.
- (2) An accounting advisor must choose the place for keeping accounting advisor's reports, etc. from among the places at the office of the certified public accountant or audit corporation, or certified tax accountant or tax accountant corporation, who is the accounting advisors (when the accounting advisor is a person who works at the certified tax accountant's office or belongs to the tax accountant corporation as an assistant for the certified tax accountant or tax accountant corporation and engages in the business prescribed in Article 2, paragraph (3) of the Certified Public Tax Accountant Act (Act No. 237 of 1951) pursuant to the provisions of that paragraph, the certified tax accountant's office at which the accounting advisor works or the office of the tax accountant corporation).

- (3) An accounting advisor must specify a place other than the head office or branch office of the company with accounting advisors as the place for keeping the accounting advisor's report, etc.
- (4) If an accounting advisor has specified the place for keeping accounting advisor's reports, etc., the advisor must notify the company with accounting advisors of the place for keeping accounting advisor's reports, etc. without delay.

(Inspections of Financial Statements)

Article 55 The cases specified by Cabinet Office Order as prescribed in Article 378, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 86, paragraph (2) of the Act are the cases in which a request is made outside the business hours of the certified public accountant or audit corporation, or certified tax accountant or tax accountant corporation, who is an accounting advisor.

(Amount of Loss Arising from Reduction in the Amount of Specified Capital)

Article 56 The means specified by Cabinet Office Order as prescribed in Article 108, paragraph (4) of the Act are the means whereby the higher of the following amounts is to be considered as the amount of loss:

- (i) zero; or
- (ii) the amount obtained by deducting from zero any surplus that exists as of the day on which the amount of specified capital is reduced pursuant to the provisions of Article 108, paragraph (4) of the Act.

(Amount of Loss Arising from Reduction in the Amount of Preferred Capital)

Article 57 The means specified by Cabinet Office Order as prescribed in Article 109, paragraph (4) of the Act are the means whereby the higher of the following amounts is to be considered as the amount of loss:

- (i) zero; or
- (ii) the amount obtained by deducting from zero any surplus that exists as of the day on which the amount of preferred capital is reduced pursuant to the provisions of Article 109, paragraph (4) of the Act.

(Reduction in the Amount of Preferred Capital)

Article 58 The particulars specified by Cabinet Office Order as prescribed in Article 110, paragraph (1), item (iv) of the Act are the class of preferred equity subject to the reduction in each amount of preferred capital (limited to cases in which different classes of preferred equity are issued under the provisions of Article 206 of the Act).

(Particulars Concerning Financial Statements)

Article 59 The particulars specified by Cabinet Office Order as prescribed in Article 111, paragraph (2), item (ii) of the Act are those specified in the following items in accordance with the categories of cases listed in each item as of the date of public notice under the provisions of that paragraph or the date of notice under the provisions of that paragraph, whichever comes earlier:

- (i) if the company subject to public notice (meaning the specified purpose company set forth in Article 111, paragraph (2), item (ii) of the Act; hereinafter the same applies in this Article) has given public notice pursuant to the provisions of Article 104, paragraph (5) or (6) of the Act with regard to its balance sheet regarding the most recent business year or its outline: the following particulars:
 - (a) if public notice is given in the Official Gazette, the date of the Official Gazette and the page on which the public notice is placed;
 - (b) if public notice is given in a daily newspaper that publishes particulars on current affairs, the name and date of the daily newspaper, and the page on which the public notice is placed; and
 - (c) if public notice is given by means of electronic public notice (meaning an electronic public notice prescribed in Article 194, paragraph (1), item (iii) of the Act), the letters, marks or any other codes, or their combination which are assigned for the identification on the Internet, of the part of the automatic public transmission server used to give the public notice, and which enable many and unspecified persons who are to receive the information to be publicized by means of the electronic public notice to inspect the content of the information by inputting them into the computers used by those persons, or to record the information in the files stored on the computers;
- (ii) if the company subject to public notice has taken the measures prescribed in Article 104, paragraph (7) of the Act with regard to the balance sheet regarding the most recent business year: the particulars set forth in Article 22, paragraph (2), item (xiii) of the Act;
- (iii) if the company subject to public notice is a specified purpose company as prescribed in Article 104, paragraph (8) of the Act, and the specified purpose company has submitted the annual securities report regarding the most recent business year pursuant to the provisions of Article 24, paragraph (1) of the Financial Instruments and Exchange Act: a statement to that effect;
- (iv) if there is no most recent business year with respect to the company subject to public notice: a statement to that effect; and
- (v) in cases other than those listed in the preceding items: the content of the outline of the balance sheet regarding the most recent business year.

(Liability for Distribution of Profits)

Article 60 The person specified by Cabinet Office Order as prescribed in Article 117 of the Act is as follows:

- (i) the director who has performed the duties related to the delivery of money in relation to the distribution of profits or payments of interim dividend;
- (ii) the director who has explained the particulars concerning the proposal for appropriation of profits (meaning the proposal for appropriation of profits prescribed in Article 102, paragraph (2) of the Act) at an annual general meeting of members regarding the approval under the provisions of Article 104, paragraph (2) of the Act;
- (iii) the director who has explained the particulars concerning the distribution of money regarding a decision under the provisions of Article 115, paragraph (1) of the Act;
- (iv) if the distribution of money under the provisions of Article 115, paragraph (1) of the Act has been decided by a majority of directors, the directors who have agreed to the decision; and
- (v) if a company auditor or an accounting advisor has demanded a report on the calculation of the distribution of profits or payments of interim dividend, the director who has made the report in response to the demand.

Article 61 (1) The person specified by Cabinet Office Order as prescribed in Article 117, item (i) of the Act is as follows:

- (i) the director who has submitted a proposal to an annual general meeting of members; and
 - (ii) the directors who have agreed to the decision to submit the proposal set forth in the preceding item.
- (2) The person specified by Cabinet Office Order as prescribed in Article 117, item (ii) of the Act is the director who has submitted a proposal regarding the decision.

(Directors to Be Held Liable for Providing Benefits)

Article 62 The person specified by Cabinet Office Order as prescribed in Article 120, paragraph (4) of the Act is as follows:

- (i) the directors who have performed the duties related to provision of benefits (meaning provision of benefits prescribed in Article 120, paragraph (1) of the Act; hereinafter the same applies in this Article);
- (ii) if provision of benefits has been decided by a majority of directors, the directors who have agreed to the decision; and
- (iii) if provision of benefits has been conducted based on a resolution of a general meeting of members, the following persons:
 - (a) the director who has submitted a proposal concerning the provision of

- benefits to the general meeting of members;
- (b) the directors who have agreed to the decision to submit the proposal set forth in sub-item (a); and
- (c) the director who has explained the particulars concerning the provision of benefits at the general meeting of members.

(Subscription Requirements)

Article 63 The particulars specified by Cabinet Office Order as prescribed in Article 122, paragraph (1), item (xxiii) of the Act are as follows:

- (i) if having the payment of money made in exchange for specified bonds for subscription in installments, a statement to that effect and the amount to be paid in (meaning the amount to be paid in prescribed in Article 122, paragraph (1), item (xiv) of the Act) on the due date for each payment;
- (ii) if the authority other than the authority of the specified bond manager provided in the Act is to be specified in the contract for entrustment under the provisions of Article 126 of the Act, the details of the authority;
- (iii) if the authority is to be prescribed in the main text of Article 711, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 127, paragraph (8) of the Act, the grounds prescribed in the main text of Article 711, paragraph (2) of the Companies Act;
- (iv) if a specified bond manager is specified, the name and address thereof;
- (v) if a specified bond register administrator (meaning the specified bond register administrator prescribed in Article 683 of the Companies Act as applied mutatis mutandis pursuant to Article 125 of the Act following the deemed replacement of terms; the same applies in the following Article) is specified, the name and address thereof; and
- (vi) in cases of planning to appropriate the whole or part of money to be obtained through the administration or disposition of the specified assets as the whole or part of the funds for the acquisition of the specified assets or other specified assets (excluding cases of planning to appropriate the whole or part of money to be obtained through the administration or disposition of the specified assets as the whole or part of the funds for the acquisition of only secondary specified assets), a statement to that effect.

(Class of Specified Bonds)

Article 64 The particulars specified by Cabinet Office Order as prescribed in Article 681, item (i) of the Companies Act as applied mutatis mutandis pursuant to Article 125 of the Act are as follows:

- (i) the interest rate for specified bonds;
- (ii) the means and deadline for the redemption of specified bonds;
- (iii) the means and deadline for the payment of interest;

- (iv) if specified bond certificates are to be issued, a statement to that effect;
- (v) if it is to be arranged that specified bondholders may not make the demand set forth in Article 698 of the Companies Act as applied mutatis mutandis pursuant to Article 125 of the Act in whole or in part, a statement to that effect;
- (vi) if it is to be arranged that the specified bond manager may carry out the acts listed in Article 127, paragraph (4), item (ii) of the Act without a resolution passed at a specified bondholders meeting, a statement to that effect;
- (vii) if a specified bond manager is specified, the name and address thereof as well as the content of the contract for entrustment under the provisions of Article 126 of the Act;
- (viii) if a specified bond register administrator is specified, the name and address thereof; and
- (ix) if specified bonds are secured specified bonds, the particulars listed in Article 19, items (i), (xi), and (xiii) of the Secured Bond Trust Act as applied by deeming specified bonds to be corporate bonds under Article 130 of the Act.

(Particulars to Be Stated in the Specified Bond Register)

Article 65 The particulars specified by Cabinet Office Order as prescribed in Article 681, item (vii) of the Companies Act as applied mutatis mutandis pursuant to Article 125 of the Act are, when a specified bondholder sets off its obligation to pay money in exchange for specified bonds for subscription against a claim against the specified purpose company, the amount of such claim and the day on which the set off was made.

(Persons with the Right to Inspect)

Article 66 The persons specified by Cabinet Office Order as prescribed in Article 684, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 125 of the Act are specified bondholders and other creditors and members of a company issuing the specified bonds (meaning the company issuing the specified bonds prescribed in Article 127, paragraph (6) of the Act; the same applies hereinafter).

(Request to State Particulars in the Specified Bond Register)

Article 67 (1) The cases specified by Cabinet Office Order as prescribed in Article 691, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 125 of the Act are as follows:

- (i) cases in which the acquirer of specified bonds (meaning the person who has acquired specified bonds from a person other than the company issuing the specified bonds (excluding the company issuing the specified bonds));

- hereinafter the same applies in this Article) has received a final and binding judgment ordering to make the request under Article 691, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 125 of the Act related to the specified bonds they have acquired against a person who has been stated or recorded in the specified bond register as being a specified bondholder, or their general successor, and the acquirer of specified bonds has made the request by providing a document or any other materials certifying the content of the final and binding judgment;
- (ii) cases in which the acquirer of specified bonds has made the request by providing a document or any other materials certifying the content of anything that has the same effect as the final and binding judgment set forth in the preceding item;
 - (iii) cases in which the acquirer of specified bonds is a person who has acquired the specified bonds of the specified purpose company by general succession, when such acquirer has made the request by providing a document or any other materials certifying the general succession; and
 - (iv) cases in which the acquirer of specified bonds is a person who has acquired the specified bonds of the specified purpose company by an auction, when such acquirer has made the request by providing a document or any other materials certifying that the acquisition was made by the auction.
- (2) Notwithstanding the provisions of the preceding paragraph, when the specified bonds acquired by the acquirer of specified bonds are subject to the provisions under which the specified bond certificates are to be issued, the cases specified by Cabinet Office Order as prescribed in Article 691, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 125 of the Act are the cases in which the acquirer of specified bonds has made the request by presenting a specified bond certificate.

(Qualifications for Specified Bond Managers)

Article 68 The persons specified by Cabinet Office Order as prescribed in Article 703, item (iii) of the Companies Act as applied mutatis mutandis pursuant to Article 127, paragraph (8) of the Act are as follows:

- (i) persons who have obtained the license under Article 3 of the Secured Bond Trust Act;
- (ii) the agricultural cooperatives or federation of agricultural cooperatives that conduct both the businesses set forth in Article 10, paragraph (1), items (ii) and (iii) of the Agricultural Cooperatives Act;
- (iii) the credit cooperatives, or the federation of credit cooperatives engaged in the business set forth in Article 9-9, paragraph (1), item (i) of the Small and Medium-Sized Enterprise Cooperatives Act;
- (iv) Shinkin Banks or the federations of Shinkin Banks;

- (v) the federation of labor banks;
- (vi) the long-term credit bank defined in Article 2 of the Long Term Credit Bank Act (Act No. 187 of 1952);
- (vii) the insurance company defined in Article 2, paragraph (2) of the Insurance Business Act (Act No. 105 of 1995);
- (viii) the Norinchukin Bank; and
- (ix) the Shoko Chukin Bank Limited.

(Special Relationships)

Article 69 (1) The special relationship specified by Cabinet Office Order as prescribed in Article 710, paragraph (2), item (ii) of the Companies Act (including as applied mutatis mutandis pursuant to Article 712 of the Companies Act as applied mutatis mutandis pursuant to Article 127, paragraph (8) of the Act) as applied mutatis mutandis pursuant to Article 127, paragraph (8) of the Act is as follows:

- (i) the relationship between the person who holds voting rights exceeding 50 percent of the voting rights of all the members or all the shareholders of a corporation (hereinafter referred to as the "controlling member" in this Article) and the corporation (hereinafter referred to as the "controlled corporation" in this Article); and
 - (ii) the relationship between the controlled corporation and another controlled corporation of the controlling member of the first-mentioned controlled corporation.
- (2) If the controlling member and its controlled corporation jointly hold voting rights exceeding 50 percent of the voting rights of all the members or all the shareholders of another corporation, that other corporation is deemed to be the controlled corporation of the controlling member and the provisions of the preceding paragraph apply.

(Particulars to Be Decided for Convening Specified Bondholders Meetings)

Article 70 The particulars specified by Cabinet Office Order as prescribed in Article 719, item (iv) of the Companies Act as applied mutatis mutandis pursuant to Article 129, paragraph (2) of the Act are as follows:

- (i) the particulars to be stated in the reference documents for a specified bondholders meeting (meaning the reference documents for a specified bondholders meeting prescribed in Article 721, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 129, paragraph (2) of the Act following the deemed replacement of terms; the same applies in the following Article) pursuant to the provisions of the following Article;
- (ii) the deadline for exercising voting rights in writing (limited to a period of

time which is before the date of the specified bondholders meeting but on or after the day on which two weeks have passed from the day on which the notice under the provisions of Article 720, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 129, paragraph (2) of the Act has been sent);

- (iii) if a single specified bond holder has exercised a redundant voting right for a single proposal pursuant to the provisions of Article 726, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 129, paragraph (2) of the Act (when the particulars listed in Article 719, item (iii) of the Companies Act as applied mutatis mutandis pursuant to Article 129, paragraph (2) of the Act are provided for, the provisions of Article 726, paragraph (1) and Article 727, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 129, paragraph (2) of the Act), and the content of the votes exercised for the single proposal differ, and particulars concerning the handling of the exercise of voting rights by such specified bondholder are provided, those particulars;
- (iv) if the handling of voting forms set forth in Article 72, paragraph (1), item (iii) is to be specified, the details of their handling;
- (v) if the particulars listed in Article 719, item (iii) of the Companies Act as applied mutatis mutandis pursuant to Article 129, paragraph (2) of the Act are specified, the following particulars:
 - (a) the deadline for exercising voting rights by electronic or magnetic means (limited to a time which is before the date of the specified bondholders meeting but on or after the day on which two weeks have passed from the day on which the notice under the provisions of Article 720, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 129, paragraph (2) of the Act has been sent);
 - (b) if the voting forms (meaning the voting forms prescribed in Article 721, paragraph (1) of the Companies Act; the same applies in Article 72) are to be delivered under the provisions of that paragraph as applied mutatis mutandis pursuant to Article 129, paragraph (2) of the Act (including the provision of voting forms by electronic or magnetic means under the provisions of Article 721, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 129, paragraph (2) of the Act made in lieu of the delivery) to the specified bondholders who have given the consent under Article 720, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 129, paragraph (2) of the Act when requested to do so by such specified bondholders, a statement to that effect.

(Reference Documents for Specified Bondholders Meetings)

Article 71 (1) The following particulars must be stated in the reference

documents for a specified bondholders meeting:

- (i) the proposal and the reasons for submitting the proposal; and
 - (ii) if the proposal is a proposal for the appointment of the representative specified bond holder, the following particulars:
 - (a) the name of the candidate;
 - (b) the career summary or history of the candidate; and
 - (c) if the candidate has any special interest with the company issuing specified bonds or specified bond manager, an outline of the facts.
- (2) Beyond what is provided for in the preceding paragraph, the particulars found to serve as a reference with regard to the exercise of voting rights by specified bondholders may be stated in the reference documents for a specified bondholders meeting.
- (3) If some of the particulars required to be stated in the reference documents for a specified bondholders meeting which are to be provided to specified bondholders in relation to a single specified bondholders meeting are stated in other documents or are provided by electronic or magnetic means, those particulars are not required to be stated in the reference documents for a specified bondholders meeting.
- (4) If some of the particulars required to be included in the content of the notice of convocation (meaning the notice under the provisions of Article 720, paragraph (1) or paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 129, paragraph (2) of the Act; hereinafter the same applies in this paragraph and the following Article) which is to be provided to specified bondholders in relation to a single specified bondholders meeting are stated in the reference documents for a specified bondholders meeting, those particulars are not required to be included in the content of the notice of convocation.

(Voting Forms)

Article 72 (1) The particulars required to be stated in the voting forms which are to be delivered pursuant to the provisions of Article 721, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 129, paragraph (2) of the Act, or the particulars required to be stated in the voting forms which are to be provided by electronic or magnetic means pursuant to the provisions of Article 722, paragraph (1) or (2) of the Companies Act as applied mutatis mutandis pursuant to Article 129, paragraph (2) of the Act are as follows:

- (i) a column in which consent or dissent (in cases of providing a column for abstention, including abstention) for each proposal is to be stated;
- (ii) if the particulars listed in Article 70, item (iii) are specified, those particulars;

- (iii) if the particulars listed in Article 70, item (iv) are specified, when a voting form lacking an entry in the column referred to in item (i) has been submitted to the convener (meaning the convener prescribed in Article 719 of the Companies Act as applied mutatis mutandis pursuant to Article 129, paragraph (2) of the Act; the same applies in this Article), the details of the handling of such voting form as to whether it is an indication of consent, dissent, or abstention, for each proposal;
 - (iv) the deadline for exercising the voting rights; and
 - (v) the names of the specified bondholders who are to exercise voting rights as well as the number of exercisable voting rights.
- (2) If the particulars listed in Article 70, item (v), sub-item (b) are provided for, a convener must, when requested to do so by the specified bondholders who have given the consent under Article 720, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 129, paragraph (2) of the Act, deliver voting forms under the provisions of Article 721, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 129, paragraph (2) of the Act (including the provision of voting forms by electronic or magnetic means under the provisions of Article 721, paragraph (2) of the Companies Act to be made in lieu of the delivery) to such specified bondholders.
- (3) If some of the particulars (limited to the particulars listed in paragraph (1), items (ii) through (iv)) required to be stated in the voting forms which are to be provided to specified bondholders in relation to a single specified bondholders meeting are included in the contents of the notice of convocation, those particulars are not required to be stated in the voting form which is to be provided to specified bondholders.
- (4) If some of the particulars required to be included in the content of the notice of convocation which is to be provided to specified bondholders in relation to a single specified bondholders meeting are stated in the voting form, those particulars are not required to be included in the content of the notice of convocation which is to be provided to the specified bondholders.

(Deadline for Exercising Voting Rights in Writing)

Article 73 The time specified by Cabinet Office Order as prescribed in Article 726, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 129, paragraph (2) of the Act is the deadline for exercising voting rights referred to in Article 70, item (ii).

(Deadline for Exercising Voting Rights by Electronic or Magnetic Means)

Article 74 The time specified by Cabinet Office Order as prescribed in Article 727, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 129, paragraph (2) of the Act is the deadline for exercising voting

rights provided in Article 70, item (v), sub-item (a).

(Minutes of Specified Bondholders Meetings)

Article 75 (1) The preparation of minutes of a specified bondholders meeting pursuant to the provisions of Article 731, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 129, paragraph (2) of the Act is as provided in this Article.

- (2) Documents or electronic or magnetic records (meaning the electronic or magnetic records prescribed in Article 4, paragraph (4) of the Act) must be used to prepare the minutes of specified bondholders meetings.
- (3) The minutes of a specified bondholders meeting must contain the following particulars:
- (i) the date and time on which and the place where the specified bondholders meeting was held;
 - (ii) the outline and results of the proceedings of the specified bondholders meeting;
 - (iii) if there are any opinions stated at the specified bondholders meeting pursuant to the provisions of Article 729, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 129, paragraph (2) of the Act, a summary of the content of those opinions;
 - (iv) the names of the representative person of the company issuing specified bonds or the specified bond manager who attended the specified bondholders meeting;
 - (v) if there is a chairperson of the specified bondholders meeting, the name of the chairperson; and
 - (vi) the name of the person who performed the duties related to the preparation of minutes.

Article 76 Deleted

(Requirements for Issuing Specified Short-Term Bonds)

Article 77 The requirements specified by Cabinet Office Order as prescribed in Article 148, item (i), sub-item (c) of the Act are that the details of the specified assets (excluding secondary specified assets; hereinafter the same applies in this Article) to be acquired during the period of issuance of specified short-term bonds (when the specified assets to be acquired are subject to sampling under certain conditions, the conditions for sampling) and the time of the acquisition thereof (when the acquisition is subject to the occurrence of certain grounds, the grounds) are specifically provided for in the asset securitization plan.

(Particulars Prohibited from being Changed in Asset Securitization Plans)

Article 78 (1) The particulars specified by Cabinet Office Order as prescribed in Article 151, paragraph (2), item (i) of the Act are the particulars listed in Article 18, items (i), (v), and (vi) (with regard to the particulars set forth in item (v), excluding the cases of acquiring the specified assets through a development and the case set forth in Article 18, item (vii), sub-item (b), where the specified assets to be acquired are subject to sampling under certain conditions).

(2) The particulars specified by Cabinet Office Order as prescribed in Article 151, paragraph (2), item (ii) of the Act are the particulars listed in Article 5, paragraph (1), item (ii), sub-item (d), 1 of the Act, the particulars listed in Article 13, items (i) through (iv), and item (ix), the particulars listed in Article 14, items (i) through (iii), item (xii), and item (xiii), sub-item (a), the particulars listed in Article 15, items (i) through (iii), the particulars listed in Article 16, items (i) through (iii), the particulars listed in Article 17, items (i) and (ii), the particulars listed in Article 19, items (i) through (iv), and the particulars listed in Article 20, item (i).

(Changes to the Asset Securitization Plans Not Requiring a Resolution of a General Meeting of Members)

Article 79 (1) The details of changes specified by Cabinet Office Order as being minor prescribed in Article 151, paragraph (3), item (i) of the Act are as follows:

- (i) a formal change arising from the occurrence of any event that was not intentionally caused by the specified purpose company;
- (ii) a formal change arising from a change by a resolution of a general meeting of members; and
- (iii) the shortening of the plan period if the cancelation of preferred equity, distribution of residual assets, and the performance of obligations undertaken in relation to specified bonds, specified promissory notes, and specified borrowings have been completed in accordance with the asset securitization plan.

(2) The cases specified by Cabinet Office Order as prescribed in Article 151, paragraph (3), item (iii) of the Act are as follows:

- (i) cases where consent has been obtained from all specified equity members with regard to a change to the asset securitization plan made as of the time when the specified purpose company (limited to a specified purpose company which does not make any specified borrowings) which makes the change has not yet commenced the public offering or private placement of the asset-backed securities.
- (ii) cases where the requirements and procedures for determining or changing the details of the particulars to be stated or recorded in an asset

securitization plan when the details have not yet been determined or may be subject to change, are stated or recorded in the asset securitization plan, and the details of the particulars to be stated or recorded in the asset securitization plan have been determined or changed in accordance with the statement or record of the requirements and procedures.

(Dissent of Specified Short-Term Bondholders)

Article 80 The measures specified by Cabinet Office Order as prescribed in Article 155, paragraph (2) of the Act are those listed in the following items in accordance with the categories listed in each item:

- (i) cases in which specified bond certificates have been issued in relation to specified short-term bonds: the deposit of the specified bond certificates; and
- (ii) in cases other than those set forth in the preceding item: the deposit of a document pursuant to the provisions of Article 86, paragraph (3) of the Act on Book-Entry Transfer of Corporate Bonds and Shares (Act No. 75 of 2001) as applied mutatis mutandis pursuant to Article 118 of that Act.

(Amount of Net Assets)

Article 81 The means specified by Cabinet Office Order as prescribed in Article 158, item (ii) of the Act are the means whereby the amount obtained by deducting the amount set forth in Article 114, item (ii) of the Act from the amount set forth in item (i) of that Article as of the base date for calculation (meaning the day on which the contract for the acquisition prescribed in the main text of Article 158 of the Act is concluded (if another day that is different from the day of concluding the contract is specified by the contract (limited to any day falling upon the period after the day on which the contract is concluded until immediately before the acquisition becomes effective), that other day)) are considered as the amount of net assets of the specified purpose company.

(Prices of Residual Assets When the Right to Demand Distribution of Money Is to Be Exercised)

Article 82 (1) The means specified by Cabinet Office Order as referred to in Article 505, paragraph (3), item (i) of the Companies Act as applied mutatis mutandis pursuant to Article 178, paragraph (4) of the Act are the means whereby the higher of the following amounts is to be considered as the price of the residual assets prescribed in that item:

- (i) the closing price of the residual assets of the market in which the residual assets are traded, as of the last day of the period set forth in Article 505, paragraph (1), item (i) of the Companies Act as applied mutatis mutandis pursuant to Article 178, paragraph (4) of the Act (hereinafter referred to as

- the "expiration date" in this paragraph) (if no purchase and sale transaction has been made on the expiration date, or the expiration date falls on a non-business day of the market, the price concluded for the first purchase and sale transaction conducted after the expiration date); or
- (ii) if the residual assets are subject to a tender offer, etc. (meaning the tender offer prescribed in Article 27-2, paragraph (6) of the Financial Instruments and Exchange Act (including as applied mutatis mutandis pursuant to Article 27-22-2, paragraph (2) of that Act), and systems equivalent thereto based on the laws and regulations of a foreign state) as of the expiration date, the price of the residual assets in the contract for the tender offer, etc. as of the expiration date.
- (2) With regard to the application of the provisions of item (i) of the preceding paragraph when the second sentence of Article 505, paragraph (3) of the Companies Act applies pursuant to the provisions of Article 506 of the Companies Act as applied mutatis mutandis pursuant to Article 178, paragraph (4) of the Act, the phrase "the last day of the period set forth in Article 505, paragraph (1), item (i) of the Companies Act as applied mutatis mutandis pursuant to Article 178, paragraph (4) of the Act" in item (i) of the preceding paragraph is replaced with "the day on which the residual assets are distributed".

(Particulars to Be Decided for Convening Creditors Meetings)

Article 83 The particulars specified by Cabinet Office Order as prescribed in Article 548, paragraph (1), item (iv) of the Companies Act as applied mutatis mutandis pursuant to Article 180, paragraph (4) of the Act are as follows:

- (i) the particulars to be stated in the reference documents for a creditors meeting (meaning the reference documents for a creditors meeting prescribed in Article 550, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 180, paragraph (4) of the Act; hereinafter the same applies in this Article and the following Article) pursuant to the provisions of the following Article (excluding the particulars set forth in paragraph (1), item (i) of the following Article);
- (ii) the deadline for exercising voting rights in writing (limited to the time which is before the date of the creditors meeting (meaning the meeting of creditors to which the provisions of Part II, Chapter IX, Section 2, Subsection 8 of the Companies Act as applied mutatis mutandis pursuant to Article 180, paragraph (4) of the Act apply; the same applies hereinafter) but on or after the day on which two weeks have passed from the day on which the notice under the provisions of Article 549, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 180, paragraph (4) of the Act has been sent);

- (iii) if a single agreement claim creditor (meaning the agreement claim creditor prescribed in Article 517, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 180, paragraph (4) of the Act; the same applies hereinafter) has exercised a redundant voting right for a single proposal pursuant to the provisions of Article 556, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 180, paragraph (4) of the Act (when the particulars listed in Article 548, paragraph (1), item (iii) of the Companies Act as applied mutatis mutandis pursuant to Article 180, paragraph (4) of the Act are provided for, the provisions of Article 556, paragraph (1) and Article 557, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 180, paragraph (4) of the Act) and the content of the votes exercised for the single proposal differ, when particulars concerning the handling of the exercise of voting rights by such agreement claim creditor are provided, those particulars;
- (iv) if the handling of voting forms set forth in Article 85, paragraph (1), item (iii) is to be specified, the details of their handling;
- (v) if the particulars listed in Article 548, paragraph (1), item (iii) of the Companies Act as applied mutatis mutandis pursuant to Article 180, paragraph (4) of the Act are specified, the following particulars:
 - (a) the deadline for exercising voting rights by electronic or magnetic means (limited to the time which is before the date of the creditors meeting but on or after the day on which two weeks have passed from the day on which the notice under the provisions of Article 549, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 180, paragraph (4) of the Act has been sent);
 - (b) if it is to be arranged that voting forms (meaning the voting forms prescribed in Article 550, paragraph (2) of the Companies Act; the same applies in the following Article) are to be delivered under the provisions of that paragraph as applied mutatis mutandis pursuant to Article 180, paragraph (4) of the Act (including the provision of voting forms by electronic or magnetic means under the provisions of Article 550, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 180, paragraph (4) of the Act made in lieu of the delivery) to the agreement claim creditors who have given consent under Article 549, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 180, paragraph (4) of the Act when requested to do so by those agreement claim creditors, that fact.

(Reference Documents for Creditors Meetings)

Article 84 (1) The following particulars must be stated in the reference

documents for a creditors meeting:

- (i) the particulars specified pursuant to the provisions of Article 548, paragraph (2) or (3) of the Companies Act as applied mutatis mutandis pursuant to Article 180, paragraph (4) of the Act with regard to the agreement claims (meaning the agreement claims prescribed in Article 515, paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to Article 180, paragraph (4) of the Act) held by the agreement claim creditors who are to receive the delivery of the reference documents for a creditors meeting; and
 - (ii) the proposal.
- (2) Beyond what is provided for in the preceding paragraph, the particulars found to serve as a reference with regard to the exercise of voting rights by agreement claim creditors may be stated in the reference documents for a creditors meeting.
- (3) If some of the particulars required to be stated in the reference documents for a creditors meeting (limited to the particulars set forth in paragraph (1), item (ii)) which are to be provided to agreement claim creditors in relation to a single creditors meeting are stated in other documents or provided by electronic or magnetic means, those particulars are not required to be stated in the reference document for a creditors meeting.
- (4) If some of the particulars required to be included in the content of the notice of convocation (meaning the notice under Article 549, paragraph (1) or (2) of the Companies Act as applied mutatis mutandis pursuant to Article 180, paragraph (4) of the Act; hereinafter the same applies in this paragraph and the following Article) which are to be provided to agreement claim creditors in relation to a single creditors meeting are stated in the reference documents for a creditors meeting, those particulars are not required to be included in the content of the notice of convocation.

(Voting Forms)

Article 85 (1) The particulars required to be stated in the voting forms which are to be delivered pursuant to the provisions of Article 550, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 180, paragraph (4) of the Act, or the particulars required to be stated in the voting forms which are to be provided by electronic or magnetic means pursuant to the provisions of Article 551, paragraph (1) or (2) of the Companies Act as applied mutatis mutandis pursuant to Article 180, paragraph (4) of the Act are as follows:

- (i) a column in which the consent or dissent (in cases of providing a column for abstention, including abstention) to each proposal is to be stated;
- (ii) if the particulars listed in Article 83, item (iii) are specified, those

- particulars;
- (iii) if the particulars listed in Article 83, item (iv) are specified, when a voting form lacking an entry in the column under item (i) has been submitted to the convener (meaning the convener prescribed in Article 548, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 180, paragraph (4) of the Act; the same applies in this Article), the details of the handling of such voting form as to whether it is an indication of consent, dissent, or abstention, for each proposal;
 - (iv) the deadline for exercising the voting rights; and
 - (v) the names of the agreement claim creditors who are to exercise voting rights as well as the particulars specified pursuant to the provisions of Article 548, paragraph (2) or (3) of the Companies Act as applied mutatis mutandis pursuant to Article 180, paragraph (4) of the Act with regard to those agreement claim creditors.
- (2) If the particulars listed in Article 83, item (v), sub-item (b) are provided for, a convener must, when requested to do so by the agreement claim creditor who has given the consent under Article 549, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 180, paragraph (4) of the Act, deliver the voting forms under the provisions of Article 550, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 180, paragraph (4) of the Act (including the provision of voting forms by electronic or magnetic means under the provisions of Article 550, paragraph (2) of the Companies Act made in lieu of the delivery) to the agreement claim creditor.
- (3) If some of the particulars required to be included in the content of the notice of convocation which is to be provided to agreement claim creditors in relation to a single creditors meeting are stated in the voting form, those particulars are not required to be included in the content of the notice of convocation.
- (4) If some of the particulars (limited to the particulars listed in paragraph (1), items (ii) through (iv)) required to be stated in the voting forms which are to be provided to agreement claim creditors in relation to a single creditors meeting are included in the content of the notice of convocation, those particulars are not required to be stated in the voting form.

(Deadline for Exercising Voting Rights in Writing)

Article 86 The time specified by Cabinet Office Order as prescribed in Article 556, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 180, paragraph (4) of the Act is the deadline for exercising voting rights provided in Article 83, item (ii).

(Deadline for Exercising Voting Rights by Electronic or Magnetic Means)

Article 87 The time specified by Cabinet Office Order as prescribed in Article

557, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 180, paragraph (4) of the Act is the deadline for exercising voting rights provided in Article 83, item (v), sub-item (a).

(Minutes of Creditors Meetings)

Article 88 (1) The preparation of the minutes of a creditors meeting under the provisions of Article 561 of the Companies Act as applied mutatis mutandis pursuant to Article 180, paragraph (4) of the Act is as provided in this Article.

(2) Documents or electronic or magnetic records must be used to prepare the minutes of creditors meetings.

(3) The minutes of a creditors meeting must contain the following particulars:

(i) the date and time on which and the place where the creditors meeting was held;

(ii) the outline and results of the proceedings at the creditors meeting;

(iii) if there are any opinions stated at the creditors meeting pursuant to the provisions of Article 559 of the Companies Act as applied mutatis mutandis pursuant to Article 180, paragraph (4) of the Act, a summary of the content of those opinions;

(iv) if reports or statements of opinions against the creditors meeting have been made pursuant to the provisions of Article 562 of the Companies Act as applied mutatis mutandis pursuant to Article 180, paragraph (4) of the Act, a summary of the content of the reports or opinions;

(v) the names of the liquidators who attended the creditors meeting;

(vi) if there is a chairperson of the creditors meeting, the name of the chairperson; and

(vii) the name of the person who performed the duties concerning the preparation of the minutes.

Article 89 Deleted

Section 3 Business

(Entrustment of Business)

Article 90 The assets specified by Cabinet Office Order as prescribed in Article 200, paragraph (2), item (iii) of the Act are as follows:

(i) vessels (excluding the vessels prescribed in Article 686, paragraph (2) of the Commercial Code (Act No. 48 of 1899));

(ii) automobiles registered under the Road Transport Vehicle Act (Act No. 185 of 1951) (excluding large-sized special automobiles as prescribed in the proviso to Article 2 of the Automobile Mortgage Act (Act No. 187 of 1951));

(iii) aircrafts and rotorcrafts registered under the Civil Aeronautics Act (Act

- No. 231 of 1952);
- (iv) the securities listed in the items of Article 2, paragraph (1) of the Financial Instruments and Exchange Act and rights which are deemed to be securities pursuant to the provisions of paragraph (2) of that Article (excluding items (iii) through (vi)) (excluding claims prescribed in Article 200, paragraph (2), item (ii) of the Act);
 - (v) promissory notes (excluding those listed in the preceding item);
 - (vi) an equity investment of a partnership contract (meaning the partnership contract set forth in Article 667 of the Civil Code) (limited to an equity investment prescribed in Article 95, paragraph (1));
 - (vii) an equity investment of a silent partnership contract as prescribed in Article 535 of the Commercial Code (limited to an equity investment prescribed in Article 95, paragraph (2));
 - (viii) an equity investment of a limited partnership company (limited to an equity investment related to a member with limited liability who does not have a right to execute business under the articles of incorporation);
 - (ix) an equity investment of a limited liability company (limited to an equity investment related to a member who does not have a right to execute business under the articles of incorporation);
 - (x) an equity investment of a corporation incorporated in accordance with the laws and regulations of a foreign state, which is equivalent to the equity investments listed in the preceding two items (limited to an equity investment related to a member who does not have a right to execute business under the articles of incorporation);
 - (xi) patent rights, and exclusive and non-exclusive licenses therefor;
 - (xii) utility model rights, and exclusive and non-exclusive licenses therefor;
 - (xiii) design rights, and exclusive and non-exclusive licenses therefor;
 - (xiv) trademark rights, and exclusive and non-exclusive licenses therefor;
 - (xv) plant breeder's rights, and exclusive licenses and non-exclusive licenses therefor;
 - (xvi) layout-design rights, and exclusive and non-exclusive licenses therefor;
and
 - (xvii) copyrights and neighboring rights.

(Requirements for the Issuance of Promissory Notes)

Article 91 The requirements specified by Cabinet Office Order as prescribed in Article 205, item (i), sub-item (c) of the Act are that the details of the specified assets (excluding secondary specified assets; hereinafter the same applies in this Article) to be acquired during the period of issuance of specified promissory notes (when the specified assets to be acquired are subject to sampling under certain conditions, the conditions for sampling) and the time of

the acquisition thereof (when the acquisition is subject to the occurrence of certain grounds, those grounds) are specifically provided for in the asset securitization plan.

(Issuance of Different Classes of Preferred Equity or Specified Bonds)

Article 92 The cases specified by Cabinet Office Order as prescribed in Article 206 of the Act are as follows:

- (i) cases in which it is stated or recorded in the asset securitization plan that preferred equity, which differs in class in terms of the time of issuance, distribution of profits, cancellation, distribution of residual assets, and other particulars, is to be issued, and the specified purpose company seeks to issue two or more classes of preferred equity in accordance with the statement or record; and
- (ii) cases in which it is stated or recorded in the asset securitization plan that specified bonds, which differ in class in terms of the time of issuance, payment of interest, redemption of principal, and other particulars, are to be issued, and the specified purpose company seeks to issue two or more classes of specified bonds in accordance with the statement or record.

(Persons from Whom Funds Are to Be Borrowed as Specified Borrowings)

Article 93 The person specified by Cabinet Office Order as prescribed in Article 210, item (ii) of the Act is as follows:

- (i) banks; and
- (ii) qualified institutional investors (meaning the qualified institutional investors defined in Article 2, paragraph (3), item (i) of the Financial Instruments and Exchange Act), other than those listed in the preceding item.

(Cases Where Borrowings of Funds Are Permitted)

Article 94 The cases specified by Cabinet Office Order as prescribed in Article 211, item (ii) of the Act are the cases that satisfy all of the following requirements:

- (i) cases in which the particulars listed in the items of Article 20 are stated or recorded in the asset securitization plan, and the intended use of borrowings falls under any of the following sub-items:
 - (a) to maintain or increase the value of the specified assets;
 - (b) to cope with a temporary lack of funds when it is judged to be difficult or inefficient to procure funds by issuing the asset-backed securities or making a specified borrowing due to any event that is difficult to predict;
 - (c) to carry out an investigation concerning the acquisition of the specified assets or any other acts necessary to prepare for the acquisition of the

- specified assets;
- (d) to acquire the specified assets (limited to cases where, at the time of borrowing the funds to be spent on the acquisition, payment of the obligation regarding the borrowing is arranged to be made with the funds to be gained by issuing the asset-backed securities or making a specified borrowing during a certain period by the means specified in the asset securitization plan, or by receiving a refund of those funds spent on the acquisition); and
 - (e) to make a purchase, payment, or entrustment of reasonable property in relation to the asset-backed securities or a specified borrowing pursuant to the provisions of Article 153, paragraph (3) or Article 154, paragraph (5) of the Act or the provisions of Article 155, paragraph (4) of the Act (including as applied mutatis mutandis pursuant to Article 156, paragraph (3) and Article 157, paragraph (2) of the Act) (limited to cases where, at the time of borrowing the funds to be spent on such purpose, it is determined that the payment of the obligation regarding such borrowing is to be made with the funds to be gained by disposing the preferred equity to be acquired, by issuing the asset-backed securities, making a specified borrowing or disposing the specified assets by the means specified in the asset securitization plan, or by reducing the amount of preferred capital);
 - (ii) the specified purpose company which borrows funds has made a notification of commencement of business; provided, however, that this does not apply to cases in which the intended use of borrowings falls under those listed in sub-item (c) of the preceding item or is to pay earnest money for the acquisition of the specified assets (meaning money delivered under the name of earnest money or any other name and appropriated for the price, which is to be paid after a pre-contract of a contract for the acquisition of the specified assets is concluded and before the specified purpose company exercises the right to put pre-contract into effect), a bid deposit (meaning a deposit to be paid by a person who participates in a competitive bidding) or a contract deposit (a deposit to be paid by the successful bidder in a competitive bidding) (excluding the payment that falls under those listed in item (i), sub-item (c)).

(Exceptions to Restrictions on the Acquisition of Assets)

Article 95 (1) The equity investment specified by Cabinet Office Order as prescribed in Article 212, paragraph (1), item (i) of the Act is an equity investment of a contract stipulating that contributions are made by each party, that a joint enterprise is established with the contributions, that the execution of operations is entrusted to one or more persons in order to conduct business regarding the acquisition, administration, and disposition of assets (limited to real property (including rights other than the ownership of real property);

hereinafter the same applies in this paragraph) or beneficial interests in a trust in which real property is entrusted (excluding those whose trust property are planned to be changed through the additional acquisition of property other than the property that is prescribed in the terms of trust to belong to the trust property); hereinafter the same applies in this paragraph) (hereinafter referred to as "subject asset business" in this Article), and that the proceeds generated from the subject asset business are distributed (hereinafter referred to as "subject partnership contract" in this paragraph), where the subject partnership contract is a contract other than a contract intended to acquire additional assets that are the subject of the subject asset business regarding the subject partnership contract (hereinafter referred to as the "subject assets" in this paragraph) or to add a person's own property or any property related to another subject partnership contract to the subject assets, thereby making a change to the subject assets (such contract is hereinafter referred to as a "contract regarding a change to the subject assets" in this Article), and the execution of the business regarding the subject partnership contract is entrusted to a person other than a specified purpose company.

- (2) The equity investment specified by Cabinet Office Order as prescribed in Article 212, paragraph (1), item (ii) of the Act is an equity investment of a contract stipulating that one party contributes to the subject asset business conducted by the other party, that the other party conducts the subject asset business with the contributed property, and that the profits generated from the subject asset business are distributed (hereinafter referred to as "subject silent partnership contract" in this paragraph), where the subject silent partnership contract is a contract other than a contract regarding a change to the subject assets, and a specified purpose company is not the proprietor related to the subject silent partnership contract.
- (3) The beneficial interest in trust specified by Cabinet Office Order as prescribed in Article 212, paragraph (1), item (iii) of the Act is as follows:
 - (i) a beneficial interest in a loan trust;
 - (ii) a beneficial interest in an investment trust (meaning an investment trust as defined in Article 2, paragraph (3) of the Act on Investment Trust and Investment Corporations (Act No. 198 of 1951)); and
 - (iii) a beneficial interest in a specified purpose trust.

(Restrictions on the Acquisition of Assets)

Article 96 The assets specified by Cabinet Office Order as prescribed in Article 212, paragraph (1), item (iv) of the Act are as follows:

- (i) an equity investment of a limited partnership company (limited to an equity investment related to a member with limited liability who does not have a right to execute a business under the articles of incorporation);

- (ii) an equity investment of a limited liability company (limited to an equity investment related to a member who does not have a right to execute a business under the articles of incorporation);
- (iii) a right established based on the laws and regulations of a foreign state, which is equivalent to any of the rights listed in Article 212, paragraph (1), items (i) through (iii) of the Act; and
- (iv) an equity investment of a corporation incorporated based on the laws and regulations of a foreign state, which is equivalent to any of the equity investments listed in item (i) or item (ii).

(Restrictions on the Acquisition of Voting Rights Regarding Shares)

Article 97 The rate specified by Cabinet Office Order as prescribed in Article 212, paragraph (2) of the Act (including as applied mutatis mutandis pursuant to Article 224 of the Act) is the rate specified in the following items in accordance with the categories of voting rights (meaning the voting rights prescribed in Article 212, paragraph (2) of the Act; hereinafter the same applies in this Article) regarding the shares or equity investment of a corporation as listed in each item:

- (i) voting rights regarding the shares of a stock company: one-third; and
- (ii) voting rights regarding the equity investment of a corporation, other than those set forth in the preceding item: one-fourth.

(Means of Operation of Surplus Funds)

Article 98 The means specified by Cabinet Office Order as prescribed in Article 214, item (iii) of the Act is a money trust (limited to one covered by a contract for compensating any loss of principal).

Section 4 Supervision

(Preparation of Books and Materials Concerning Business)

Article 99 (1) Specified purpose companies must prepare documents stating the following particulars, as books and materials related to its business as prescribed in Article 215 of the Act for each asset securitization plan:

- (i) a document stating the names and addresses of the specified equity members, preferred equity members, specified bondholders, holders of specified promissory notes, or creditors regarding the borrowing of funds (including a specified borrowing; hereinafter the same applies in this Article) (limited to those known to the specified purpose company);
- (ii) a document stating the status of the cancelation of the preferred equity, distribution of residual assets, and the performance of obligations undertaken in relation to specified bonds, specified promissory notes and the

borrowing of funds;
(iii) a document stating the status of the acquisition of the specified assets; and
(iv) a document stating the status of the trust or the entrustment of the business in relation to the administration and disposition of the specified assets.

(2) Specified purpose companies must preserve the documents stating the particulars listed in items (i) and (ii) of the preceding paragraph (excluding the particulars concerning specified equity members) for five years after the cancellation or the performance of the obligations is completed with regard to the preferred equity, specified bonds, specified promissory notes or the borrowing of funds stated in the documents, and must preserve the documents stating the particulars listed in items (iii) and (iv) of that paragraph for five years after the cancellation or the performance of obligations is completed with regard to the preferred equity, specified bonds, specified promissory notes, and borrowing of funds issued or made in accordance with the asset securitization plan.

(Forms of Business Reports)

Article 100 (1) The business reports prescribed in Article 216 of the Act must be prepared using the Appended Form No. 13.

(2) A specified purpose company which seeks to submit business reports prepared pursuant to the provisions of the preceding paragraph must submit the reports to the competent Director-General of a Local Finance Bureau, with the following documents (with regard to the document set forth in item (ii), only if the asset securitization plan has been changed during the relevant business year, and excluding cases in which the notification concerning the most recent change in the asset securitization plan during the business year has been made pursuant to the provisions of Article 9, paragraph (1) of the Act) attached thereto:

- (i) financial statements, business report, and surplus statement or deficit statement as well as their annexed detailed statements regarding the business year; and
- (ii) the asset securitization plan as of the last day of the business year.

(Means of Public Notice)

Article 101 The public notice of a supervisory disposition under the provisions of Article 221 of the Act is to be given in the Official Gazette.

Chapter III Specified Purpose Trust System

Section 1 General Provisions

(Exceptions to Restrictions on the Acquisition of Assets)

- Article 102 (1) The provisions of Article 95, paragraph (1) apply mutatis mutandis pursuant to the equity investment specified by Cabinet Office Order as prescribed in Article 212, paragraph (1), item (i) of the Act as applied mutatis mutandis pursuant to Article 224 of the Act; the provisions of Article 95, paragraph (2) apply mutatis mutandis pursuant to the equity investment specified by Cabinet Office Order as prescribed in Article 212, paragraph (1), item (ii) of the Act as applied mutatis mutandis pursuant to Article 224 of the Act; and the provisions of Article 95, paragraph (3) apply mutatis mutandis pursuant to the equity investment specified by Cabinet Office Order as prescribed in Article 212, paragraph (1), item (iii) of the Act as applied mutatis mutandis pursuant to Article 224 of the Act, respectively. In this case, the term "specified purpose company" in Article 95, paragraphs (1) and (2) is deemed to be replaced with "trustee trust company and financial institution"
- (2) The assets specified by Cabinet Office Order as prescribed in Article 212, paragraph (1), item (iv) of the Act as applied mutatis mutandis pursuant to Article 224 of the Act are as follows:
- (i) the assets listed in the items of Article 96;
 - (ii) an equity investment of a general partnership company; and
 - (iii) an equity investment of a corporation incorporated based on the laws and regulations of a foreign state, which is equivalent to the equity investment set forth in the preceding item.

Section 2 Notifications

(Notification of the Conclusion of Specified Purpose Trust Agreements)

Article 103 A trust company or financial institution which seeks to make a notification under the provisions of Article 225, paragraph (1) of the Act must submit a written notification prepared using the Appended Form No. 14 (referred to as a "written notification of specified purpose trust agreement" in Article 105) to the competent Director-General of a Local Finance Bureau (meaning the Director-General of a Local Finance Bureau who has jurisdiction over the locality of the head office or principal office of the trust company or financial institution (when the locality is within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, the Director-General of the Fukuoka Local Finance Branch Bureau); the same applies hereinafter), with a duplicate of the written notification and one copy of each of the documents listed in the items of Article 225, paragraph (2) of the Act (in the case of an asset trust securitization plan, two copies) attached thereto.

(Documents to Be Attached to Written Notifications of Specified Purpose Trust

Agreements)

Article 104 (1) The documents specified by Cabinet Office Order as prescribed in Article 225, paragraph (2), item (iv) of the Act are as follows:

- (i) in cases of acquiring the specified assets (excluding secondary specified assets; the same applies in the following item) through a development, a draft written contract for the contract of the development;
 - (ii) in cases of planning to acquire the specified assets on or after the date of the conclusion of a specified purpose trust agreement, a draft written contract for the contract of the acquisition of the specified assets (excluding a draft written contract listed in the preceding item); and
 - (iii) if the originator grants the rights under Article 116-2, item (ii) to the trustee trust company or financial institution in writing; the draft for the document.
- (2) Trustee trust companies or financial institutions must, promptly after concluding the contract prescribed in Article 225, paragraph (2), items (i) and (iii) of the Act and items (i) and (ii) of the preceding paragraph or being granted the rights under item (iii) of that paragraph in writing, submit a duplicate or certified copy of a written contract for the contract, or a copy of the document to the competent Director-General of a Local Finance Bureau.

(Acceptance of Written Notifications of Specified Purpose Trust Agreements)

Article 105 If the competent Director-General of a Local Finance Bureau receives a written notification of specified purpose trust agreement, the Director-General must, after affixing a receipt stamp on a duplicate of the written notification of specified purpose trust agreement and one copy of the asset trust securitization plan, and entering a receipt number therein, return the duplicate and asset trust securitization plan to the trust company or financial institution which made the notification.

(Period of a Specified Purpose Trust Agreement and the Particulars

Concerning the Period of a Specified Purpose Trust Agreement)

Article 106 The particulars specified by Cabinet Office Order as prescribed in Article 226, paragraph (1), item (i) of the Act are as follows:

- (i) the period of the specified purpose trust agreement;
- (ii) the date of the conclusion of the specified purpose trust agreement;
- (iii) if the date of the conclusion of the specified purpose trust agreement can be different from the effective day of the specified purpose trust agreement, the effective day of the specified purpose trust agreement or the conditions for the contract to become effective; and
- (iv) if any change to the particulars listed in items (i) and (iii) is to be prohibited, a statement to that effect.

(Particulars Concerning Specified Assets)

Article 107 The particulars specified by Cabinet Office Order as prescribed in Article 226, paragraph (1), item (ii) of the Act are as follows:

- (i) the particulars listed in the column of details of the specified assets in the Appended Table set forth in accordance with the categories of specified assets (excluding secondary specified assets; hereinafter the same applies in this Article) listed in the column of specified assets in that table;
- (ii) the particulars concerning the transfer of rights for the specified assets (including the particulars concerning the satisfaction of the requirement for perfection of the transfer of and trust for the specified assets);
- (iii) in cases of planning to acquire the specified assets on or after the date of the conclusion of the specified purpose trust agreement, the planned date of acquisition;
- (iv) the value of the specified assets (including the outline of the rights on the specified assets that can be duly asserted against the trustee trust company or financial institution and other particulars necessary for learning the value of the specified assets, and the following particulars):
 - (a) if the specified assets are land or buildings, or assets listed in the items of Article 15, paragraph (1) of the Order, the results of the real property appraisal regarding the assets conducted by a real estate appraiser (including the breakdown by type of assets) and the name of the person who performed the real property appraisal; and
 - (b) if the specified assets are assets other than the assets prescribed in sub-item (a), the results of the investigation made with regard to the value of the assets (including the breakdown by type of assets) and the name of the person who made the investigation.
- (v) the name and address of the originator of the specified purpose trust (in cases of acquiring the specified assets through a development, including the person who is to conclude a contract for the development with the trustee trust company or financial institution, and in cases of planning to acquire the specified assets on or after the date of the conclusion of a specified purpose trust agreement (excluding cases of acquiring the specified assets through a development), including the transferor of the specified assets);
- (vi) if details of any of the particulars listed in items (ii) through (iv) have not yet been determined (limited to cases of acquiring the specified assets through a development) or if details of any of the particulars listed in items (iii) and (iv) may be subject to change, the requirements and procedures for determining or changing the details; and
- (vii) if any change to the particulars listed in item (ii) through the preceding item is prohibited (with regard to the particulars set forth in item (v), in

cases of acquiring the specified assets through a development, limited to the particulars concerning the person who is to conclude a contract for the development with the trustee trust company or financial institution, and in cases of planning to acquire the specified assets on or after the date of the conclusion of a specified purpose trust agreement (excluding cases of acquiring the specified assets through a development), limited to the particulars concerning the transferor of the specified assets), a statement to that effect.

(Particulars Concerning Beneficial Interest)

Article 108 (1) The particulars specified by Cabinet Office Order as prescribed in Article 226, paragraph (1), item (iii), sub-item (a) of the Act are as follows:

- (i) the following particulars concerning the money to be distributed to the beneficiary certificate holders:
 - (a) the particulars concerning the date of calculation in relation to the money to be distributed to the beneficiary certificate holders;
 - (b) the method of calculation of the money to be distributed to the beneficiary certificate holders, the time of distribution, and the place of distribution; and
 - (c) in cases of specifying bond-type beneficial interest (meaning the bond-type beneficial interest prescribed in Article 230, paragraph (1), item (ii) of the Act; the same applies hereinafter), the time when distribution is to be made and the amount of distribution under Article 52, paragraph (2), item (i) of the Order, and the amount of the initial principal of the bond-type beneficial interest, and particulars concerning the redemption of the principal (including the period of redemption and the means of redemption); and
- (ii) if different classes of beneficial interest with different features are to be specified, the following particulars:
 - (a) the details of the preferred or subordinate treatment in relation to the distribution of money during the trust period (excluding the particulars referred to in sub-item (b)); and
 - (b) the details of the preferred or subordinate treatment in relation to the distribution of money at the time of the termination of the trust.

(2) The particulars specified by Cabinet Office Order as prescribed in Article 226, paragraph (1), item (iii), sub-item (c) of the Act are as follows:

- (i) the particulars concerning the division or consolidation of beneficial interest;
- (ii) the particulars concerning the conversion of beneficial interest;
- (iii) the means of public offering or private placement made by the originator in relation to the beneficiary certificates they hold at the time of concluding the

- specified purpose trust agreement;
- (iv) if details of the particulars listed in the preceding three items have not yet been determined or may be subject to change, the requirements and procedures for determining or changing the details;
- (v) if the particulars set forth in Article 226, paragraph (1), item (iii), sub-item (b) of the Act and the particulars set forth in item (ii), sub-items (a) and (b) of the preceding paragraph may be subject to change, a statement to that effect, and the conditions for making such a change; and
- (vi) the following particulars as the particulars related to the prohibition of change to the particulars set forth in Article 226, paragraph (1), item (iii), sub-item (b) of the Act as well as the particulars set forth in the items of the preceding paragraph and the preceding items:
 - (a) a statement to the effect that changes to the particulars listed in item (i), sub-item (c) of the preceding paragraph are prohibited; and
 - (b) if changes to the particulars other than those listed in sub-item (a) are prohibited, a statement to that effect.

(Particulars Concerning Administration and Disposition of Specified Assets)

Article 109 The particulars specified by Cabinet Office Order as prescribed in Article 226, paragraph (1), item (iv) of the Act are as follows:

- (i) the means of the disposition of the specified assets (excluding secondary specified assets; hereinafter the same applies in this item through item (iii)) (in cases of planning to lend, transfer, or exchange the specified assets or provide them as collateral, a statement to that effect and its details (including the timing and reasons therefor));
- (ii) in cases of entrusting the business regarding the administration and disposition of the specified assets to a person other than the trustee trust company or financial institution, the name of the trustee or the person expected to become a trustee (hereinafter referred to as the "trustee, etc." in this Article), the locality of a business office or office of the trustee, etc., and other particulars concerning the trustee, etc.;
- (iii) the type and details of the business to be conducted by the trustee trust company or financial institution or the trustee, etc. with regard to the specified assets, as well as the particulars related to the interests of beneficiary certificate holders (when the specified assets are monetary claims, including the means of their collection);
- (iv) in cases of planning to appropriate the whole or part of money to be obtained through the administration or disposition of the specified assets as the whole or part of the funds for the acquisition of the specified assets or other specified assets (excluding cases of planning to appropriate the whole or part of money to be obtained through the administration or disposition of

- the specified assets as the whole or part of the funds for the acquisition of only secondary specified assets), a statement to that effect;
- (v) if details of the particulars listed in items (i) through (iii) have not yet been determined, the requirements and procedures for determining the details;
 - (vi) if the particulars listed in items (i) through (iv) may be subject to change, a statement to that effect and the conditions for making such a change; and
 - (vii) if changes to the particulars listed in the preceding items are prohibited, a statement to that effect.

(Particulars Concerning the Borrowing of Funds or the Bearing of Costs by a Trustee Trust Company or Financial Institution)

Article 110 The particulars specified by Cabinet Office Order as prescribed in Article 226, paragraph (1), item (v) of the Act are as follows:

- (i) if a trustee trust company or financial institution plans to borrow funds to administer trust affairs in relation to the specified purpose trust, the following particulars:
 - (a) the amount limit (meaning the upper limit of the planned amount to be borrowed);
 - (b) the following particulars concerning each borrowing:
 1. the amount to be borrowed;
 2. the person from whom funds are to be borrowed;
 3. the borrowing conditions (including those concerning the due date for repayment and the repayment means);
 4. the intended use of the borrowings; and
 5. the particulars concerning the establishment of security;
- (ii) if a trustee trust company or financial institution plans to bear the costs (excluding the costs borne by the trustee trust company or financial institution as costs to be borne in relation to the trust property pursuant to the provisions of Article 247, Article 248 (including as applied mutatis mutandis pursuant to Article 253 of the Act), Article 258 (including as applied mutatis mutandis pursuant to Article 260, paragraph (5) of the Act where the particulars listed in the following item have been stated in advance) and Article 271, paragraph (2) of the Act) (including the assumption of obligations) for administering the trust affairs in relation to the specified purpose trust, the following particulars:
 - (a) the total amount of costs (including obligations; hereinafter the same applies in this Article) to be borne by the trustee trust company or financial institution (meaning the upper limit of the planned amount of costs to be borne; hereinafter the same applies in this Article);
 - (b) the types of the costs to be borne by the trustee trust company or financial institution and the total amount of each type of costs; and

- (c) the means of the reimbursement of the costs to be borne by the trustee trust company or financial institution;
- (iii) if a trustee trust company or financial institution plans to bear the remuneration to be paid to the specified trust administrator, the costs required for the specified trust administrator to administer the affairs, interest that accrues on and after the date of the payment of such costs, and compensation for damage incurred by the specified trust administrator for administering the affairs in the absence of negligence, as costs to be borne in relation to the trust property pursuant to the provisions of Article 258 of the Act as applied mutatis mutandis pursuant to Article 260, paragraph (5) of the Act, the following particulars:
 - (a) the total amount of costs to be borne by the trustee trust company or financial institution;
 - (b) the types of the costs to be borne by the trustee trust company or financial institution and the total amount of each type of costs; and
 - (c) the means of the reimbursement of the costs to be borne by the trustee trust company or financial institution;
- (iv) if details of the particulars listed in item (i), sub-item (b), item (ii), sub-items (b) and (c), and item (iii), sub-items (b) and (c) have not yet been determined or if details of the particulars listed in item (i), sub-item (b), item (ii), sub-item (c), and item (iii), sub-item (c) may be subject to change, the requirements and procedures for determining or changing the details;
- (v) if the particulars listed in item (i), sub-item (a), item (ii), sub-items (a) and (b), and item (iii), sub-items (a) and (b) may be subject to change, a statement to that effect and the conditions for making such a change; and
- (vi) if changes to the particulars listed in the preceding items are prohibited, a statement to that effect.

(Other Particulars to Be Stated in Asset Trust Securitization Plans)

Article 111 The particulars specified by Cabinet Office Order as prescribed in Article 226, paragraph (1), item (vi) of the Act are as follows:

- (i) the outline of the asset trust securitization plan;
- (ii) if the trustee trust company or financial institution is to acquire money from the originator as the trust property of the specified purpose trust, the amount of the money and the particulars concerning the its intended use;
- (iii) the particulars concerning the administration and disposition of the trust property other than the specified assets (excluding the money acquired by the trustee trust company or financial institution from the originator as the trust property of the specified purpose trust and the money to be obtained through the administration or disposition of the specified assets);
- (iv) the date of the preparation of the materials listed in the items of Article

- 264, paragraph (1) of the Act and their annexed detailed statements;
- (v) in cases of planning to incorporate profits into the specified assets pursuant to the provisions of Article 266 of the Act (hereinafter referred to as "incorporation of profits into the specified assets"), a statement to that effect and the particulars concerning the incorporation of profits into the specified assets;
 - (vi) a statement to the effect that in cases of making a private placement to a small number of investors with regard to beneficiary certificates, a written contract of the specified purpose trust agreement and a certified copy or extract of the asset trust securitization plan are to be delivered to each of the other parties to the private placement to a small number of investors;
 - (vii) a statement to the effect that the procedure for changing the details of the particulars listed in Article 108, paragraph (1), item (i), sub-items (a) and (b) and item (ii) as well as the particulars listed in paragraph (2), items (i) through (iii) of that Article, and the procedure for determining the details of the particulars when the details have not yet been determined (both procedures include the notification under the provisions of Article 227, paragraph (1) of the Act), are to be taken prior to the first transfer conducted by the originator in relation to the beneficiary certificates they hold at the time of concluding the specified purpose trust agreement;
 - (viii) the impact of fluctuations in foreign exchange rates, the outline of the legal systems regarding asset securitization, the policy of using derivative transactions regarding asset securitization, and any other particulars that need to be stated or recorded from the perspective of the protection of the beneficiary certificate holders;
 - (ix) if details of any of the particulars listed in items (ii) and (iii) have not yet been determined or may be subject to change, the requirements and procedures for determining or changing the details; and
 - (x) if changes to the particulars listed in the preceding items are prohibited, a statement to that effect.

(Changes to the Asset Trust Securitization Plans Not Requiring Notification)
Article 111-2 The changes specified by Cabinet Office Order as prescribed in the proviso to Article 227, paragraph (1) of the Act are changes to the following particulars:

- (i) the particulars set forth in Article 107, items (iii) and (iv);
- (ii) the particulars set forth in Article 108, paragraph (2), items (i) through (iii);
- (iii) the particulars set forth in Article 110, item (i), sub-item (b), item (ii), sub-item (c), and item (iii), sub-item (c); and
- (iv) the particulars set forth in items (ii) and (iii) of the preceding Article.

(Notification in Relation to Asset Trust Securitization Plans)

- Article 112 (1) If a trustee trust company or financial institution seeks to make a notification under the provisions of Article 227, paragraph (1) of the Act, it must submit a written notification prepared using the Appended Form No. 15 (referred to as a "written notification of change to an asset trust securitization plan" in this Article) to the competent Director-General of a Local Finance Bureau, with a duplicate of the written notification and one copy of each of the documents listed in the items of Article 9, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 227, paragraph (2) of the Act (in the case of the changed asset trust securitization plan, two copies) attached thereto.
- (2) If a trustee trust company or financial institution has made a change to the particulars set forth in Article 107, item (i) (limited to cases where assets other than the assets stated or recorded as specified assets (excluding secondary specified assets; hereinafter the same applies in this paragraph) in the asset trust securitization plan are newly stated or recorded as specified assets as a result of the change), it must attach to the written notification of change to the asset trust securitization plan set forth in paragraph (1), the documents listed in Article 225, paragraph (2), item (iii) of the Act and the documents listed in Article 104, paragraph (1), items (i) and (ii) regarding the new specified assets (meaning the assets that are newly stated or recorded as specified assets in the asset trust securitization plan as a result of the change);
- (3) The provisions of Article 104, paragraph (2) apply mutatis mutandis to the cases referred to in the preceding paragraph. In this case, the term "Article 225, paragraph (2), items (i) and (iii)" in paragraph (2) of that Article is deemed to be replaced with "Article 225, paragraph (2), item (iii)".
- (4) If a trustee trust company or financial institution has made a change to the particulars set forth in Article 107, item (v) (excluding the changes made in the cases referred to in paragraph (2)), it must attach to the written notification of change to the asset trust securitization plan set forth in paragraph (1), a duplicate or certified copy of a written contract for the contract listed in Article 104, paragraph (1), items (i) and (ii) which has been newly concluded due to the change.
- (5) If a trustee trust company or financial institution has made a change to the particulars set forth in Article 109, item (ii) (excluding the changes made in the cases referred to in paragraph (2)), it must attach to the written notification of change to the asset trust securitization plan set forth in paragraph (1), a duplicate or certified copy of a written contract for the contract listed in Article 225, paragraph (2), item (iii) of the Act which has been newly concluded due to the change.
- (6) If the competent Director-General of a Local Finance Bureau receives a

written notification of change to the asset trust securitization plan, the Director-General must, after affixing a receipt stamp on a duplicate of the written notification of change to the asset trust securitization plan and one copy of the changed asset trust securitization plan, and entering a receipt number therein, return the duplicate and the changed asset trust securitization plan to the trustee trust company or financial institution which made the notification.

(Documents Certifying That a Change to the Asset Trust Securitization Plan Has Been Made Based on the Provisions of the Act)

Article 113 The documents specified by Cabinet Office Order as prescribed in Article 9, paragraph (3), item (ii) of the Act as applied mutatis mutandis pursuant to Article 227, paragraph (2) of the Act are the documents specified in the following items in accordance with the categories of cases listed in each item:

- (i) if the trustee trust company or financial institution has proposed the change at a beneficiary certificate holders meeting and obtained the consent: the following documents:
 - (a) a certified copy of the minutes of the beneficiary certificate holders meeting; and
 - (b) if beneficial interest is divided into the beneficial interest of a class that has no share of principal under the specified purpose trust agreement, a certified copy of the minutes of the class beneficiary certificate holders meeting in which a resolution for consent has been adopted under the provisions of Article 272, paragraph (1) of the Act;
- (ii) if the administration method of the trust property has been determined by a court's decision: a certified copy or extract of the written judgment of the court decision;
- (iii) if the changes are changes of details prescribed in Article 269, paragraph (1), item (iii) of the Act as minor: the following documents and a document certifying that a notice or public notice has been given under the provisions of Article 270 of the Act:
 - (a) if the details of the change fall under Article 123, paragraph (1), item (i), a document certifying the occurrence of the event prescribed in that item;
 - (b) if the details of the change fall under Article 123, paragraph (1), item (ii), a certified copy of the minutes of the beneficiary certificate holders meeting in which a resolution causing the change has been adopted (including the class beneficiary certificate holders meeting prescribed in Article 251, paragraph (1) of the Act), or a certified copy or extract of the written judgment of the court decision; and
 - (c) if the details of the change fall under Article 123, paragraph (1), item (iii),

a document certifying that the performance of obligations undertaken in relation to the specified purpose trust and the distribution of money obtained through the disposition of the trust property have been completed in accordance with the asset trust securitization plan;

- (iv) if it is evident that the change does not jeopardize the protection of investors as prescribed in Article 269, paragraph (1), item (iv) of the Act: the following documents and a document certifying that a notice or public notice has been given under the provisions of Article 270 of the Act:
 - (a) in a case as set forth in Article 123, paragraph (2), item (i), a document certifying that consent has been obtained as prescribed in that item;
 - (b) in a case as set forth in Article 123, paragraph (2), item (ii), a document certifying that consent has been obtained as prescribed in that item; and
 - (c) in a case as set forth in Article 123, paragraph (2), item (iii), a document certifying that the requirements stated or recorded in the asset trust securitization plan have been satisfied and that the procedure stated or recorded in the asset trust securitization plan has been taken.

(Notification of Termination of Specified Purpose Trusts)

Article 114 The trust company or financial institution which served as a trustee trust company or financial institution, and which seeks to make a notification under the provisions of Article 228 of the Act, must submit a written notification prepared using the Appended Form No. 16 to the competent Director-General of a Local Finance Bureau, with one copy of the balance sheet regarding the trust property which has been approved at the beneficiary certificate holders meeting pursuant to the provisions of Article 275, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 279, paragraph (3) of the Act attached thereto.

Section 3 Specified Purpose Trust

(Specified Purpose Trust Agreement)

Article 115 The particulars specified by Cabinet Office Order as prescribed in Article 229, item (vi) of the Act are as follows:

- (i) the particulars concerning resolution at the beneficiary certificate holders meeting, the means of resolution, voting rights, and other particulars concerning the beneficiary certificate holders meeting;
- (ii) the remuneration for the representative beneficiary certificate holder and other particulars concerning the representative beneficiary certificate holder;
- (iii) the appointment of the specified trust administrator and other particulars concerning the specified trust administrator;
- (iv) the particulars concerning the grounds for termination of the specified

- purpose trust agreement; and
- (v) other material particulars.

(Format of Specified Purpose Trust Agreements)

Article 116 The following particulars are to be stated or recorded in a written contract for a specified purpose trust agreement; provided, however, that this does not apply to cases where the particulars listed in items (iv) through (xxi) are stated or recorded in an asset trust securitization plan:

- (i) the date of the conclusion of the specified purpose trust agreement;
- (ii) the names of the trustee trust company or financial institution and the originator;
- (iii) a statement to the effect that the trust is a specified purpose trust;
- (iv) the particulars concerning the obligations of the originator;
- (v) the particulars concerning the reimbursement of costs and compensation for damage to the trustee trust company or financial institution;
- (vi) the particulars concerning the method of the calculation of the trust fee and the means and time for the payment thereof;
- (vii) the means of public notice;
- (viii) a statement to the effect that no instructions may be given to the trustee trust company or financial institution with regard to the administration and disposition of the specified assets;
- (ix) in cases of specifying bond-type beneficial interest, statements to the effect that the principal of the bond-type beneficial interest is to be redeemed at a pre-determined time and that the beneficiary certificate holders of the bond-type beneficial interest do not have voting rights with regard to resolutions (excluding those listed in Article 230, paragraph (1), item (ii), sub-items (a) through (f) of the Act) at a beneficiary certificate holders meeting, and the conditions listed in the items of Article 52, paragraph (2) of the Order;
- (x) in cases of specifying special bond-type beneficial interest prescribed in Article 230, paragraph (1), item (iii) of the Act, a statement to the effect that the originator is required to notify the trustee trust company or financial institution of the occurrence or possible occurrence of grounds related to its credit status without delay;
- (xi) in cases of restricting the transfer of beneficial interest represented by a beneficiary certificate in registered form, a statement to that effect;
- (xii) in cases of providing otherwise with regard to the conversion of a beneficiary certificate in registered form into bearer form, the provisions;
- (xiii) the provisions concerning share of principal or share of interest relating to beneficial interest or the calculation of the share of principal or share of interest;
- (xiv) in cases of appointing an administrator of a beneficiary certificate holder

- register (meaning the administrator of a beneficiary certificate holder register prescribed in Article 235, paragraph (3) of the Act) or a registration organization, a statement to that effect and the name and address thereof;
- (xv) in cases of designating the reference date of the beneficiary certificate holder register, the date thus designated;
- (xvi) the particulars for resolution at the beneficiary certificate holders meeting, and other particulars concerning the beneficiary certificate holders meeting;
- (xvii) the remuneration for the representative beneficiary certificate holder and other particulars concerning the representative beneficiary certificate holder;
- (xviii) the appointment of the specified trust administrator and other particulars concerning the specified trust administrator;
- (xix) in cases of specifying the grounds for termination of the specified purpose trust agreement, the grounds;
- (xx) if the trustee trust company or financial institution conducts the act set forth in Article 2, paragraph (8), item (vi) of the Financial Instruments and Exchange Act using its own property, a statement to that effect and the particulars concerning the act; and
- (xxi) other material particulars.

(Special Bond-Type Beneficial Interest)

Article 116-2 The bond-type beneficial interests specified by Cabinet Office Order as prescribed in Article 230, paragraph (1), item (iii) of the Act are the following bond-type beneficial interests:

- (i) those subject to the condition that the originator must re-purchase the specified assets under the specified purpose trust agreement regarding the bond-type beneficial interest;
- (ii) those where, upon the conclusion of a specified purpose trust agreement regarding the bond-type beneficial interest, the originator grants to the trustee trust company or financial institution in writing, the right to sell the specified assets included in the trust under the specified purpose trust agreement back to the originator; and
- (iii) beyond those listed in the preceding two items, those where the specified assets included in the trust under the specified purpose trust agreement are not found to have been transferred to the trustee trust company or financial institution in the accounting of the originator in view of the accounting practices that are generally accepted as fair and appropriate.

(Exceptions to Prohibition of the Borrowing of Funds and the Bearing of Costs)

Article 117 The cases specified by Cabinet Office Order as prescribed in Article 231 of the Act are the cases where all of the following requirements are

satisfied:

- (i) the particulars set forth in Article 110, item (i), sub-item (b), 4 are stated or recorded in the asset trust securitization plan;
- (ii) the purpose of borrowing funds or bearing costs is to cope with a temporary lack of funds when it is judged that any event that is difficult to predict would have a serious adverse effect on the interest of beneficiary certificate holders unless funds are urgently procured (excluding cases where the purpose is the distribution referred to in Article 52, paragraph (2), item (i) of the Order or the redemption referred to in item (iii) of that paragraph); and
- (iii) the trustee trust company or financial institution has obtained the consent of the representative beneficiary certificate holder or the specified trust administrator in advance for the borrowing of funds or bearing of costs (when there is no representative beneficiary certificate holder or specified trust administrator, the trustee trust company or financial institution has given notice to each beneficiary certificate holder to that effect or has given public notice).

(Means of Investing Money)

Article 118 The means specified by Cabinet Office Order as prescribed in Article 232, item (ii) of the Act are as follows:

- (i) deposit in a bank or other financial institution designated by the Commissioner of the Financial Services Agency;
- (ii) money trusts (limited to one covered by a contract for compensating any loss of principal); and
- (iii) call loans.

(Particulars to Be Stated in Beneficiary Certificates)

Article 119 The particulars specified by Cabinet Office Order as prescribed in Article 234, paragraph (5), item (xi) of the Act are as follows:

- (i) the amount of principal of the beneficial interest regarding the beneficiary certificate; and
- (ii) the particulars listed in the column of details of the specified assets in the Appended Table set forth in accordance with the categories of specified assets (excluding secondary specified assets) listed in the column of specified assets in that table.

(Particulars to Be Stated in the Beneficiary Certificate Holder Register)

Article 120 The particulars specified by Cabinet Office Order as prescribed in Article 236, paragraph (1), item (v) of the Act are as follows:

- (i) if an administrator of a beneficiary certificate holder register is specified, the name and address thereof;

- (ii) if there is a restriction on the transfer of beneficial interest represented by a beneficiary certificate in registered form, a statement to that effect and its details; and
- (iii) beyond what is set forth in the preceding two items, the clauses of the specified purpose trust agreement regarding the beneficiary certificate.

(Special Provisions for Cases Where a Trustee Trust Company or Financial Institution Has Acquired Beneficiary Certificates in Registered Form)

Article 120-2 If a trustee trust company or financial institution has acquired the whole or part of a beneficiary certificate in registered form, and the beneficiary certificate has not been extinguished, the trustee trust company or financial institution must state or record whether the beneficiary certificate is included in its own property or another trust property, or in the trust property of the specified purpose trust regarding the beneficiary certificate, as a particular to be stated or recorded in the beneficiary certificate holder register.

(Request to State Particulars for the Beneficiary Certificate Holder Register)

Article 120-3 The cases specified by Cabinet Office Order as prescribed in Article 198, paragraph (2) of the Trust Act (Act No. 108 of 2006) as applied mutatis mutandis pursuant to Article 236, paragraph (2) of the Act are the cases in which an acquirer of a beneficiary certificate (meaning the person who has acquired a beneficiary certificate from a person other than the trustee trust company or financial institution (excluding the trustee trust company or financial institution)) has made the request by presenting a beneficiary certificate.

(Date of Preparation of Financial Statements)

Article 121 Trustee trust companies or financial institutions must prepare a balance sheet regarding the trust property as of the date of the conclusion of a specified purpose trust agreement (when the particulars set forth in Article 106, item (iii) is stated or recorded in an asset trust securitization plan, the day on which the specified purpose trust agreement becomes effective; hereinafter referred to as the "date of conclusion" in this Article) within two weeks from the date of conclusion.

(Submission of Financial Statements)

Article 122 Trustee trust companies or financial institutions must submit the following documents (with regard to the document set forth in item (ii), only if the asset securitization plan has been changed during the period of one year preceding the date of preparation set forth in that item, and excluding cases in which the notification concerning the most recent change in the asset

securitization plan during the period has been made pursuant to the provisions of Article 227, paragraph (1) of the Act) to the competent Director-General of a Local Finance Bureau within three months from the date of preparation set forth in Article 111, item (iv):

- (i) the materials listed in the items of Article 264, paragraph (1) of the Act and their annexed detailed statements; and
- (ii) the asset trust securitization plan as of the date of preparation.

(Changes to Specified Purpose Trust Agreements)

Article 123 (1) The details of a change specified by Cabinet Office Order as a minor change as prescribed in Article 269, paragraph (1), item (iii) of the Act are as follows:

- (i) a formal change arising from the occurrence of an event that was not intentionally caused by the trustee trust company or financial institution or the beneficiary certificate holder;
 - (ii) a formal change due to a change by a resolution of a beneficiary certificate holders meeting or a judicial decision of a court; and
 - (iii) the shortening of the period of the specified purpose trust agreement in cases where the performance of obligations undertaken in relation to the specified purpose trust and the distribution of money obtained through the disposition of the trust property have been completed in accordance with the asset trust securitization plan.
- (2) The cases specified by Cabinet Office Order as prescribed in Article 269, paragraph (1), item (iv) of the Act are as follows:
- (i) cases in which the consent of all of the beneficiary certificate holders for the change has been obtained in advance;
 - (ii) cases in which consent has been obtained from the trustee trust company or financial institution, or the originator with regard to the change made as of the time when the originator had not yet commenced the public offering or private placement of beneficiary certificates; and
 - (iii) cases in which the requirements and procedures for determining or changing the details of the particulars required to be stated or recorded in an asset trust securitization plan when such details have not yet been determined or may be subject to change, are stated or recorded in the asset trust securitization plan, and the details of the particulars required to be stated or recorded in the asset trust securitization plan have been determined or changed in accordance with the statement or record of the requirements and procedures.

(Particulars Prohibited from being Changed in Asset Trust Securitization Plans)

Article 124 (1) The particulars specified by Cabinet Office Order as prescribed in Article 269, paragraph (2), item (i) of the Act are the particulars listed in Article 107, items (i) and (v) (with regard to the particulars set forth in that item, when the specified assets are to be acquired through a development, excluding the particulars concerning the person who has concluded a contract for development with the trustee trust company or financial institution and in cases of planning to acquire the specified assets on or after the date of the conclusion of a specified purpose trust agreement (excluding cases of acquiring the specified assets through a development), excluding the particulars concerning the transferor of the specified assets).

(2) The particulars specified by Cabinet Office Order as prescribed in Article 269, paragraph (2), item (ii) of the Act are to be the particulars listed in Article 226, paragraph (1) item (iii), sub-item (b) of the Act, and the particulars listed in Article 108, paragraph (1), item (ii), sub-items (a) and (b), Article 109, items (i) through (iv), Article 110, item (i), sub-item (a), item (ii), sub-items (a) and (b), and item (iii), sub-items (a) and (b).

(Public Notice of Changes)

Article 124-2 A public notice pursuant to the provisions of Article 270 of the Act is to be made by the means of public notice prescribed in Article 288 of the Act.

(Application of the Act Related to Cooperative Financial Institutions Engaged in Trust Business)

Article 125 (1) With regard to the application of the provisions of Article 275, paragraph (3) of the Act to cases where the former trustee trust company or financial institution prescribed in Article 275, paragraph (1) of the Act falls under the category of financial institutions engaged in a trust business (limited to the financial institutions listed in Article 2, items (iii) through (xv) of the Enforcement Order of the Act on Engagement in Trust Business by a Financial Institution (Cabinet Order No. 31 of 1993); referred to as "financial institutions engaged in trust business" in the following paragraph), the term "head office" in Article 275, paragraph (3) of the Act is deemed to be replaced with "principal office".

(2) With regard to the application of the provisions of Article 275, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 279, paragraph (3) of the Act, and the provisions of Article 283, paragraph (1) of the Act, to cases in which a trustee trust company or financial institution falls under the category of financial institutions engaged in trust business, the term "head office" in those provisions is deemed to be replaced with "principal office", and the term "branch office" in Article 283, paragraph (1) of the Act is deemed to be replaced with "office other than the principal office".

(Documents to Be Delivered to the Other Party of Public Offering or Private Placement of Beneficiary Certificates)

Article 126 The documents specified by Cabinet Office Order as prescribed in Article 286, paragraphs (2) and (4) of the Act are as follows:

- (i) a certified copy or extract of the asset trust securitization plan; and
- (ii) documents stating the particulars specified in the following items in accordance with the category of assets listed in each item concerning the specified assets (excluding secondary specified assets) specified in the asset trust securitization plan:
 - (a) the specified assets are land or buildings, or assets listed in the items of Article 15, paragraph (1) of the Order: the appraised value determined through a real property appraisal regarding the assets conducted by a real estate appraiser; and
 - (b) the specified assets are assets other than those listed in sub-item (a): the results of an investigation made with regard to the value of the assets.

Chapter IV Miscellaneous Provisions

(Electronic or Magnetic Records)

Article 127 The electronic or magnetic records specified by Cabinet Office Order as prescribed in Article 4, paragraph (4) of the Act are information recorded in a file that has been prepared using media which can securely record certain information on magnetic disks or by any other means equivalent thereto.

(Electronic or Magnetic Means)

Article 128 (1) The means that uses an electronic data processing system or a means utilizing any other information and communications technology specified by Cabinet Office Order as prescribed in Article 40, paragraph (3) of the Act and in Article 108, item (iii) of the Trust Act as applied mutatis mutandis pursuant to Article 242, paragraph (5) of the Act are as follows:

- (i) a means that uses an electronic data processing system, listed in sub-item (a) or (b):
 - (a) a means of transmitting information via a telecommunications line that links the computer used by the sender and the computer used by the recipient and recording the information in the file stored on the computer used by the recipient; or
 - (b) a means of providing details of the information which is recorded in a file stored on the computer used by the sender to the person who receives the information for inspection via a telecommunications line, and recording the information in a file stored on the computer used by the person who

receives the information;

- (ii) a means of delivering a file containing information that has been prepared using media which can securely record certain information on magnetic disks or by any other means equivalent thereto.
- (2) The means specified by Cabinet Office Order as prescribed in Article 132, paragraph (2) of the Act (including as applied mutatis mutandis pursuant to Article 140, paragraph (2), Article 151, paragraph (5), and Article 157, paragraph (2) of the Act) are as follows:
- (i) a means of sending information from the computer used by the sender to the computer used by the recipient via a telecommunications line, and recording the information in the file stored on the computer used by the recipient; or
 - (ii) a means of delivering a file containing the information prescribed in the preceding Article.
- (3) The means listed in the items of the preceding two paragraphs must be those that enable the recipient to prepare documents by outputting the records in the file.

(Electronic Signatures)

- Article 129 (1) The measures specified by Cabinet Office Order as those to be taken in lieu of signing or affixing names and personal seals as referred to in the following provisions are electronic signatures:
- (i) the provisions of Article 16, paragraph (5) of the Act;
 - (ii) the provisions of Article 122, paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to Article 28, paragraph (3) of the Act;
 - (iii) the provisions of Article 149, paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to Article 32, paragraph (6) of the Act (including cases where Article 32, paragraph (6) of the Act is applied mutatis mutandis pursuant to Article 33, paragraph (3) of the Act);
 - (iv) the provisions of Article 682, paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to Article 125 of the Act; and
 - (v) the provisions of Article 695, paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to Article 125 of the Act.
- (2) The term "electronic signatures" as prescribed in the preceding paragraph means a measure to be taken on information which can be recorded in electronic or magnetic records, which satisfies all of the following requirements:
- (i) the measure is one which indicates that the information has been prepared by the person who implemented the measure; and
 - (ii) the measure is one which provides confirmation as to whether the information has been altered or not.

(Means of Indicating the Particulars Recorded in Electronic or Magnetic Records)

Article 130 The means specified by Cabinet Office Order as prescribed in the following provisions are the means of indicating the particulars recorded in the electronic or magnetic records under the following provisions on paper or on a computer screen:

- (i) the provisions of Article 31, paragraph (2), item (iii) of the Companies Act as applied mutatis mutandis pursuant to Article 5, paragraph (4) of the Act;
- (ii) the provisions of Article 31, paragraph (2), item (iii) of the Companies Act as applied mutatis mutandis pursuant to Article 16, paragraph (6) of the Act;
- (iii) the provisions of Article 125, paragraph (2), item (ii) of the Companies Act as applied mutatis mutandis pursuant to Article 28, paragraph (3) of the Act;
- (iv) the provisions of Article 182-2, paragraph (2), item (iii) of the Companies Act as applied mutatis mutandis pursuant to Article 38 of the Act;
- (v) the provisions of Article 182-6, paragraph (3), item (iii) of the Companies Act as applied mutatis mutandis pursuant to Article 38 of the Act;
- (vi) the provisions of Article 125, paragraph (2), item (ii) of the Companies Act as applied mutatis mutandis pursuant to Article 43, paragraph (3) of the Act;
- (vii) the provisions of Article 182-2, paragraph (2), item (iii) of the Companies Act as applied mutatis mutandis pursuant to Article 50, paragraph (1) of the Act;
- (viii) the provisions of Article 182-6, paragraph (3), item (iii) of the Companies Act as applied mutatis mutandis pursuant to Article 50, paragraph (1) of the Act;
- (ix) the provisions of Article 63, paragraph (3), item (ii) of the Act;
- (x) the provisions of Article 310, paragraph (7), item (ii) of the Companies Act as applied mutatis mutandis pursuant to Article 65, paragraph (1) of the Act;
- (xi) the provisions of Article 312, paragraph (5) of the Companies Act as applied mutatis mutandis pursuant to Article 65, paragraph (2) of the Act;
- (xii) the provisions of Article 318, paragraph (4), item (ii) of the Companies Act as applied mutatis mutandis pursuant to Article 65, paragraph (3) of the Act;
- (xiii) the provisions of Article 374, paragraph (2), item (ii) of the Companies Act as applied mutatis mutandis pursuant to Article 86, paragraph (2) of the Act;
- (xiv) the provisions of Article 378, paragraph (2), item (iii) of the Companies Act as applied mutatis mutandis pursuant to Article 86, paragraph (2) of the Act;
- (xv) the provisions of Article 91, paragraph (2), item (ii) of the Act;
- (xvi) the provisions of Article 100, paragraph (1), item (ii) of the Act;
- (xvii) the provisions of Article 442, paragraph (3), item (iii) of the Companies Act as applied mutatis mutandis pursuant to Article 105, paragraph (4) of

- the Act;
- (xviii) the provisions of Article 684, paragraph (2), item (ii) of the Companies Act as applied mutatis mutandis pursuant to Article 125 of the Act;
 - (xix) the provisions of Article 731, paragraph (3), item (ii) of the Companies Act as applied mutatis mutandis pursuant to Article 129, paragraph (2) of the Act;
 - (xx) the provisions of Article 496, paragraph (2), item (iii) of the Companies Act as applied mutatis mutandis pursuant to Article 177, paragraph (3) of the Act;
 - (xxi) the provisions of Article 731, paragraph (3), item (ii) of the Companies Act as applied mutatis mutandis pursuant to Article 249, paragraph (1) of the Act;
 - (xxii) the provisions of Article 63, paragraph (3), item (ii) of the Act as applied mutatis mutandis pursuant to Article 250, paragraph (3) of the Act;
 - (xxiii) the provisions of Article 442, paragraph (3), item (iii) of the Companies Act as applied mutatis mutandis pursuant to Article 264, paragraph (5) of the Act;
 - (xxiv) the provisions of Article 267, paragraph (1), item (ii) of the Act;
 - (xxv) the provisions of Article 442, paragraph (3), item (iii) of the Companies Act as applied mutatis mutandis pursuant to Article 275, paragraph (5) of the Act; and
 - (xxvi) the provisions of Article 442, paragraph (3), item (iii) of the Companies Act as applied mutatis mutandis pursuant to Article 279, paragraph (3) of the Act.

(Special Provisions on Keeping Electronic or Magnetic Records)

Article 131 The means specified by Cabinet Office Order as prescribed in the following provisions are the measures by the means which use an electronic data processing system that links the computer used by a specified purpose company via a telecommunications line, and by which the details of the information recorded in the file stored on the computer is recorded in the file stored on the computer used at the branch office of the specified purpose company via a telecommunications line:

- (i) the provisions of Article 31, paragraph (4) of the Companies Act as applied mutatis mutandis pursuant to Article 5, paragraph (4) of the Act;
- (ii) the provisions of Article 31, paragraph (4) of the Companies Act as applied mutatis mutandis pursuant to Article 16, paragraph (6) of the Act;
- (iii) the provisions of Article 318, paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to Article 65, paragraph (3) of the Act;
- (iv) the provisions of Article 105, paragraph (2) of the Act; and
- (v) the provisions of Article 264, paragraph (4) of the Act.

(Electronic or Magnetic Records Provided by Inspectors)

Article 132 (1) The electronic or magnetic records specified by Cabinet Office Order as prescribed in the following provisions are magnetic disks (limited to electronic or magnetic records), and the electronic or magnetic records specified by the person who receives the provision of electronic or magnetic records pursuant to the following provisions:

- (i) the provisions of Article 33, paragraph (4) of the Companies Act as applied mutatis mutandis pursuant to Article 18, paragraph (2) of the Act;
 - (ii) the provisions of Article 207, paragraph (4) of the Companies Act as applied mutatis mutandis pursuant to Article 36, paragraph (5) of the Act;
 - (iii) the provisions of Article 306, paragraph (5) of the Companies Act as applied mutatis mutandis pursuant to Article 58, paragraph (2) of the Act; and
 - (iv) the provisions of Article 358, paragraph (5) of the Companies Act as applied mutatis mutandis pursuant to Article 81, paragraph (2) of the Act.
- (2) The term "magnetic disks" prescribed in the preceding paragraph means those that fall under any of the following items:
- (i) a 90mm flexible magnetic disk cartridge which conforms to JIS X6223; or
 - (ii) a 120mm optical disk which conforms to JIS X0606.

(Provision of the Particulars Recorded in the Electronic or Magnetic Records by Inspectors)

Article 133 The means specified by Cabinet Office Order as prescribed in the following provisions (hereinafter referred to as the "provisions for the inspectors' provision of particulars" in this Article) are the electronic or magnetic means specified by the person who receives the particulars recorded in the electronic or magnetic records provided pursuant to the provisions for the inspectors' provision of particulars:

- (i) the provisions of Article 33, paragraph (6) of the Companies Act as applied mutatis mutandis pursuant to Article 18, paragraph (2) of the Act;
- (ii) the provisions of Article 207, paragraph (6) of the Companies Act as applied mutatis mutandis pursuant to Article 36, paragraph (5) of the Act;
- (iii) the provisions of Article 306, paragraph (7) of the Companies Act as applied mutatis mutandis pursuant to Article 58, paragraph (2) of the Act; and
- (iv) the provisions of Article 358, paragraph (7) of the Companies Act as applied mutatis mutandis pursuant to Article 81, paragraph (2) of the Act.

(Electronic or Magnetic Means Regarding the Enforcement Order of the Asset Securitization Act)

Article 134 The type and details of the electronic or magnetic means required to be indicated pursuant to the provisions of Article 11, paragraph (1), Article 18, paragraph (1) and Article 41, paragraph (1) of the Order are as follows:

(i) among the following means, those used by the sender:

(a) the means of using an electronic data processing system, which is listed in the following:

1. the means of transmitting information via a telecommunications line that links the computer used by the sender and the computer used by the recipient and recording the information in the file stored on the computer used by the recipient; or
2. the means of offering the details of the information which are recorded in a file stored on the computer used by the sender to the person who receives the provision of the information for inspection via a telecommunications line and recording the information in the file stored on the computer used by the person who receives the provision of the information;

(b) the means of delivering a file containing the information that has been prepared using media which can securely record certain information by magnetic disks or any other means equivalent thereto; and

(ii) the means of recording the information in the file.

(Particulars Necessary for Making the Particulars in the Balance Sheet Available by Electronic or Magnetic Means)

Article 135 The particulars specified by Cabinet Office Order as prescribed in Article 22, paragraph (2), item (xiii) of the Act are the letters, marks or any other codes, or their combination which are assigned for the identification, on the Internet, of the part of the automatic public transmission server (meaning the device which, when connected with a telecommunications line provided for the use of the public, has the function of performing the automatic public transmission of information recorded in the recording medium of the device used for automatic public transmission or information inputted into the device) used to take the measures under the provisions of Article 104, paragraph (7) of the Act, and which allow the person who receives the provision of information to inspect the details of the information by the inputting thereof into the computer used by the person or to record the information in the files stored on the computer.

(Routed Government Agencies)

Article 136 If a specified purpose company, trustee trust company or financial institution, specified transferor, or originator (hereinafter referred to as a "specified purpose company, etc." in this Article) seeks to submit a written

notification or any other documents, or electronic or magnetic records as prescribed in the Act, the Order, or this Order of the Prime Minister's Office (including the provisions of other laws and regulations as applied mutatis mutandis pursuant to the Act, the Order, or this Order of the Prime Minister's Office; the same applies in the following Article) (hereinafter referred to as a "written notification, etc." in this Article) to the Director-General of a Local Finance Bureau, or Director-General of the Fukuoka Local Finance Branch Bureau, if the locality of the head office, principal office or address of the specified purpose company, etc. is under the jurisdiction of any local finance office or the Otaru Sub-Office or the Kitami Sub-Office, the specified purpose company, etc. must submit the written notification, etc. through the Director of the Local Finance Office or the Sub-Office.

(Standard Processing Periods)

Article 137 (1) If an application for the approval or confirmation under the provisions of the Act, the Order, or this Order of the Prime Minister's Office has been filed, the Director-General of a Local Finance Bureau, or Director-General of the Fukuoka Local Finance Branch Bureau is to endeavor to render a disposition for the application within two months from the day on which the application arrived at their office.

(2) The following periods are not to be included in the period prescribed in the preceding paragraph:

- (i) the period necessary for the amendment of the application;
- (ii) the period necessary for the person who has filed the application to change the content of the application; and
- (iii) the period necessary for the person who has filed the application to add materials that are found to be necessary for the examination of the application.

Appended Table List of Particulars to Be Stated as Details of Specified Assets
(Re: Art. 18, 107, and 119)

Omitted