

(Translation)

*This translation has been prepared for the convenience of English-speaking readers.
It should be noted that the only authentic text is the Japanese one attached hereto.

Representations

1. Since we have obtained your approval as Foreign Indirect Participant under the JGB Book-entry System which the Bank of Japan as the book-entry transfer institution (which means the Bank of Japan obtained the designation pursuant to Article 47, Paragraph 1 of the Act on Book-Entry Transfer of Company Bonds, Shares, etc. (the “Act”)) operates under the Act and the Bank of Japan Regulations concerning the JGB Book-entry System (the “Regulations”), we hereby represent and undertake that:
 - (1) we will obey the Act, the Regulations and other rules etc. established by the Bank of Japan as well as other decisions or instructions made by the Bank of Japan in respect of this System; and
 - (2) we will, on our own responsibility, ensure that our Customers will observe and will not violate the Act, the Regulations and other rules etc. established by the Bank of Japan and other decisions or instructions made by the Bank of Japan in respect of this System.
2. We represent that the following agreements between the Bank of Japan and us are valid under the laws of the jurisdiction where we are located. Further, we represent and undertake that we will not make any claim inconsistent with the following agreements. Further, we hereby waive our rights to make such claims.
 - (1) The governing law in respect of rights and obligations between the Bank of Japan and us relating to the JGB Book-entry System shall be the laws of Japan.
 - (2) Any controversy in the case of any dispute in respect of the rights and obligations between the Bank of Japan and us relating to the JGB Book-entry System shall be subject to the exclusive jurisdiction of the Tokyo District Court; provided that the Bank of Japan shall not be prevented from filing suit against us in any competent court outside Japan.

[Date]

(Name of Foreign Indirect Participant)

(Representative) _____

To the Bank of Japan