

September 25, 2009

**For Immediate Release**

**Advance Residence Investment Corporation**

Securities Code: 8978  
3-12 Kioicho, Chiyoda-ku, Tokyo  
Kenji Kousaka, Executive Director

Asset Management Company:  
AD Investment Management Co., Ltd.  
3-12 Kioicho, Chiyoda-ku, Tokyo  
Kenji Kousaka, President

Inquiries:  
Kazuhiro Akamatsu, Director  
TEL. +81-3-5216-1871

**Nippon Residential Investment Corporation**

Securities Code: 8962  
1-14-1 Kanda Jimbo-cho, Chiyoda-ku, Tokyo  
Masaru Nishimura, Chief Executive Officer

Asset Management Company:  
Pacific Residential Corporation  
1-14-1 Kanda Jimbo-cho, Chiyoda-ku, Tokyo  
Takeshi Takano, President and Chairman of the Board

Inquiries:  
Shigeki Hirayama, Director  
TEL. +81-3-3518-0480

**Notice Concerning Signing of Agreement on Merger of  
Advance Residence Investment Corporation and Nippon Residential Investment Corporation**

Advance Residence Investment Corporation (ADR) and Nippon Residential Investment Corporation (NRIC) have been holding discussions following the signing of a letter of intent for the merging of the two investment corporations as announced in the “Notice Concerning Signing of Letter of Intent for Merger of Investment Corporations” dated August 6, 2009. ADR and NRIC announced that today they decided to merge on March 1, 2010 (hereafter, the “Merger”) and signed into a merger agreement as follows. The Merger is subject to the approval of both investment corporation’s general meeting of unitholders.

1. Purpose of the Merger

Pacific Holdings, Inc., which is a major shareholder of NRIC’s asset management company Pacific Residential Corporation (PRS), applied for application of the Corporate Reorganization Law in March 2009. NRIC subsequently began the selection of a new sponsor. In the “Notice Concerning Series of Undertakings Toward Merger of Investment Corporations” issued on August 6, 2009 by ADR, ADR’s asset management company AD Investment Management Co., Ltd. (ADIM), NRIC and PRS, it was announced that ITOCHU Corporation (ITOCU), which is a major shareholder of ADIM, and ADIM were selected as potential new sponsors. In correspondence, ADR and NRIC have deemed that carrying out the Merger would be the optimal approach for the pursuit of increasing both investment corporations’ unitholder value.

The merged investment corporations (hereafter, the “New Investment Corporation”) will have a fully-diversified portfolio and is expected to become one of Japan’s largest residential REITs in terms of asset size. It will aspire to become the front runner leading the J-REIT market. The Merger is anticipated to generate the following synergies and is believed to provide stable asset management to the stakeholders of both investment corporations over the medium and long term.

I. Enhancement of the Portfolio

- i. By realizing a portfolio covering a wider geographic area centering on the Tokyo 23 Wards as well as

- by the diversification covering all residential unit types through drawing on the respective characteristics of the two investment corporations, the Merger will enhance the value of the portfolio.
- ii. As there will be a substantial expansion in asset size, it will allow economies of scale to be enjoyed and also enable the portfolio quality to be enhanced and revenue to be maximized, through property acquisitions, sales, replacements and other flexible asset management based on an accurate grasp of real estate market conditions.

## II. Securing Financial Stability

- i. With the expansion in asset size and market capitalization, the New Investment Corporation will be able to improve the liquidity of investment units, providing a solution to the liquidity issue which ADR faced.
- ii. By the ITOCHU Group becoming the main sponsor, the concerns faced by NRIC over refinancing and the uncertainty about its ability to continue as a going concern will be dispelled and enable NRIC to pursue stable asset management.

## 2. Outline of the Merger

### (1) Schedule of the Merger

Board of directors meeting for approval of merger agreement	September 25, 2009
Date of signing of agreement	September 25, 2009
Date of public notice of record date for general meeting of unitholders	September 28, 2009 (planned)
Record date for general meeting of unitholders	October 13, 2009 (planned)
Date of holding of general meeting of unitholders	November 30, 2009 (planned)
Date of delisting (ADR and NRIC)	February 24, 2010 (planned) (Note 1) (Note 2)
Date of establishment of the New Investment Corporation	March 1, 2010 (planned)
Date of registration of the New Investment Corporation	March 1, 2010 (planned)
Date of recording of the New Investment Corporation	March 1, 2010 (planned)
Date of listing of the New Investment Corporation	March 2, 2010 (planned) (Note 1)

(Note 1) ADR and NRIC investment units are scheduled to be delisted on February 24, 2010. The New Investment Corporation investment units are scheduled to be listed on March 2, 2010 after listing on the Tokyo Stock Exchange is approved as technical listing, and thus expected to ensure ongoing trading opportunities.

(Note 2) The abovementioned date of delisting is the schedule based on the “Abolishment of T+4 Settlement and Trading Suspension for a Predetermined Period” announced by Tokyo Stock Exchange, Inc. If the abolishment of T+4 settlement does not take place as scheduled, the date of delisting is scheduled to become February 23, 2010.

### (2) Format of the Merger

The Merger will be in the form of a consolidation-type merger with ADR and NRIC as the corporations consolidated through the consolidation-type merger, and ADR and NRIC will be dissolved. Although the “Notice Concerning Signing of Letter of Intent for Merger of Investment Corporations” dated August 6, 2009 stated that an absorption-type merger is planned, the series of discussions on the post-merger asset management policy and framework that followed resulted in the merger agreement being signed premised on the Merger being in the form of a consolidation-type merger rather than just combining the existing ADR and NRIC. This is aimed at rebuilding a new framework that incorporates each investment corporation’s characteristics and strengths and making a fresh start as the New Investment Corporation.

### (3) Ratio of Allotment

	New Investment Corporation (corporation incorporated through the consolidation-type merger)	ADR (corporation consolidated through the consolidation-type merger)	NRIC (corporation consolidated through the consolidation-type merger)
Ratio of Allotment	1	3	2

\*Number of new New Investment Corporation investment units to be issued as a result of merger: 722,306 units (planned)

The “Notice Concerning Signing of Letter of Intent for Merger of Investment Corporations” issued on August 6, 2009 by ADR and ADIM as well as NRIC and PRS announced that 0.66 ADR investment units shall be allotted per 1 NRIC investment unit and that considerations shall be made for measures to avoid producing NRIC unitholders with fractions of less than 1 ADR investment unit. The Merger will be in the form of a consolidation-type merger, whereby 3 New Investment Corporation investment units shall be allotted per 1 ADR investment unit and 2 New Investment Corporation investment units shall be allotted per

1 NRIC investment unit. This will result in no unitholders with fractions of less than 1 investment unit and no payment on merger will be made to adjust for the merger ratio.

In addition, instead of cash distributions for each investment corporation's final fiscal period ending at the end of February 2010 (in the case of ADR, the two-month period from January 1, 2010 to the end of February 2010; in the case of NRIC, the three-month period from December 1, 2009 to the end of February 2010), each investment corporation's unitholders are scheduled to be delivered a payment on merger that will be equivalent to the cash distributions for the final fiscal period based on each investment corporation's distributable earnings (the payment on merger per investment unit will be the amount of distributable earnings one day before the date of establishment of the New Investment Corporation divided by the number of investment units issued and outstanding one day before the date of establishment of the New Investment Corporation). The details will be announced once they are determined.

- (4) Content of New Investment Corporation's Articles of Incorporation  
Please refer to the attachment.

### 3. Basis of Estimation for the Merger Allotment Ratio

#### (1) Base for Estimation

In estimating the ratio to be employed in the Merger, in view of ensuring fairness, ADR and NRIC each appointed a financial advisor for the Merger to which estimation of the merger ratio was requested. ADR appointed Mizuho Securities Co., Ltd. (hereafter, "Mizuho Securities") and NRIC appointed Deutsche Securities Inc. (hereafter, "Deutsche Securities").

As market prices exist for the investment units of both investment corporations, Mizuho Securities estimated based on the market stock price reference method, and simultaneously estimated based on comparable companies analysis, dividend discount model and net asset value approach for both investment corporations. The following summarizes the results of the estimation by Mizuho Securities:

Valuation Approach	Range of Merger Ratio
Stock price reference method	1.29~2.10
Comparable companies analysis (PER)	1.62~2.13
Comparable companies analysis (PBR)	0.98~2.04
Dividend discount model	0.77~2.24
Net asset value approach	3.23

\* The above shows the range for the number of New Investment Corporation investment units to be allotted per 1 NRIC investment unit in the event that the number of New Investment Corporation investment units to be allotted per 1 ADR investment unit is set at 3.

Concerning the market stock price reference method, to take into account the recent price movement of the investment units of both investment corporations, the investment unit average closing prices for one-month, three-month and six-month periods dating back from the estimation date of August 5, 2009 were employed.

Mizuho Securities' estimation of the merger ratio uses information received from ADR and NRIC, information available to the public, etc., and is premised on those materials, information, etc. being entirely accurate and complete without Mizuho Securities independently conducting verifications of their accuracy and completeness. In addition, with respect to ADR's and NRIC's assets, liabilities, etc., Mizuho Securities has not analyzed or valued individual assets and liabilities, nor has it independently conducted valuations, appraisals or surveys or requested third-party organizations for appraisals or surveys. Mizuho Securities' estimation of the merger ratio reflects information and economic conditions as of August 6, 2009, and is premised on ADR's and NRIC's financial information and financial forecasts having been reasonably prepared based on current forecasts and judgments made by the two investment corporation's management teams.

As for the results of estimation submitted to NRIC by Deutsche Securities, as market prices exist for the investment units of both investment corporations, Deutsche Securities estimated based on the market stock price average method, and simultaneously estimated based on the results of valuations using the dividend discount model for both investment corporations. Deutsche Securities also conducted valuations based on the comparable companies analysis and net asset value approach to consider as reference. The following summarizes the results of estimation by Deutsche Securities:

Valuation Approach	Range of Merger Ratio
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Stock price average method	1.20~2.07
Dividend discount model	1.63~2.10

\* The above shows the range for the number of New Investment Corporation investment units to be allotted per 1 NRIC investment unit in the event that the number of New Investment Corporation investment units to be allotted per 1 ADR investment unit is set at 3.

Concerning the market stock price reference method, to take into account the recent price movement of the investment units of both investment corporations, the investment unit average closing prices (volume weighted average) for one-month, three-month and six-month periods dating back from the estimation date of August 5, 2009 were employed.

The estimation of the merger ratio for the two investment corporations by Deutsche Securities is based on information received from NRIC and ADR and information available to the public, and is premised on them being accurate and complete without Deutsche Securities independently conducting verifications of their accuracy and completeness. Moreover, it is premised on there being no facts undisclosed to Deutsche Securities that are facts that may possibly have material impact on estimation of the merger ratio. In addition, with respect to NRIC's and ADR's assets and liabilities (including contingent liabilities), Deutsche Securities has not independently conducted valuations, appraisals or surveys or requested third-party organizations for appraisals or surveys. When relying on financial analyses and forecasts submitted by NRIC and ADR, Deutsche Securities assumes those analyses and forecasts have been reasonably prepared by the two investment corporation's management teams based on estimates and judgments as at the time they are being made.

The estimation of the merger ratio by Deutsche Securities is based on the above information obtained by Deutsche Securities by September 25, 2009 and the economic conditions and market status as of said date.

(2) Reference to the Estimation

After referring to the above estimation and comprehensively taking into account the financial status, status of assets, future outlook and other factors of each of the two investment corporations and through a series of deliberations on the merger ratio between the two investment corporations, ADR and NRIC signed into a merger agreement on September 25, 2009 as they deemed the above mentioned merger ratio to be appropriate.

ADR and NRIC have each received statements of opinions that the merger ratio is appropriate from a financial standpoint based on certain premises from Mizuho Securities and Deutsche Securities, respectively.

(3) Relationship with Organizations Providing the Estimation

ADR's financial advisor (organization providing the estimation) Mizuho Securities does not constitute a related party of ADR or NRIC and has no significant vested interest requiring mention in relation to the Merger.

NRIC's financial advisor (organization providing the estimation) Deutsche Securities does not constitute a related party of ADR or NRIC and has no significant vested interest requiring mention in relation to the Merger.

(4) Delisting and Reasons Thereof

As outlined in 2. (2) above, it is expected that ADR and NRIC will dissolve and the investment units issued by the two investment corporations will be delisted in accordance with the Criteria for Delisting set forth by Tokyo Stock Exchange, Inc. Upon the Merger, the unitholders of ADR and NRIC will be allotted new New Investment Corporation investment units in accordance with their respective unitholdings and thereby own New Investment Corporation investment units.

(5) Measures to Secure Fairness

To secure fairness of the Merger for ADR's unitholders, ADR selected the independent third-party organization providing the estimation, Mizuho Securities, to assess the fairness of the ratio of allotment from a financial standpoint based on certain premises. ADR has received a statement from Mizuho Securities that it has assessed such to be fair.

In light of the above, ADR's board of directors has deemed that adequate measures have been taken to secure fairness of the Merger.

To secure fairness of the Merger for NRIC's unitholders, NRIC selected the independent third-party organization providing the estimation, Deutsche Securities, to assess the fairness of the content of the allotment of the Merger from a financial standpoint based on certain premises. NRIC has received a

statement from Deutsche Securities that it has assessed such to be fair.

In light of the above, NRIC's board of directors has deemed that adequate measures have been taken to secure fairness of the Merger.

#### 4. Overview of Parties Involved in the Merger

	Corporation Consolidated through the Consolidation-Type Merger			Corporation Consolidated through the Consolidation-Type Merger		
(1) Name	Advance Residence Investment Corporation			Nippon Residential Investment Corporation		
(2) Location	3-12 Kioi-cho, Chiyoda-ku, Tokyo			1-14-1 Kanda Jimbo-cho, Chiyoda-ku, Tokyo		
(3) Name of Executive Director	Kenji Kousaka			Masaru Nishimura		
(4) Unitholders' Capital	36,262 million yen			148,417 million yen		
(5) Date Established	September 12, 2005			December 6, 2002		
(6) Total Number of Investment Units Issued and Outstanding	76,000 investment units			247,153 investment units		
(7) End of Fiscal Periods	June and December			May and November		
(8) Main AUMs	Real estate beneficiary interests in trust			Real estate, and real estate beneficiary interests in trust		
(9) Main Financing Banks	The Sumitomo Trust & Banking Co., Ltd. Aozora Bank, Ltd. Mizuho Corporate Bank, Ltd.			The Bank of Tokyo-Mitsubishi UFJ, Ltd. Sumitomo Mitsui Banking Corporation Mitsubishi UFJ Trust and Banking Corporation The Chuo Mitsui Trust and Banking Co., Ltd. The Sumitomo Trust & Banking Co., Ltd.		
(10) Large Unitholders and their Unitholdings (number of investment units held as a percentage of total number of investment units issued and outstanding)	Japan Trustee Services Bank, Ltd. (trust account)	12.8%		Goldman Sachs International	10.2%	
	NikkoCiti Trust and Banking Corporation (investment trust account)	8.7%		NikkoCiti Trust and Banking Corporation (investment trust account)	7.8%	
	The Master Trust Bank of Japan, Ltd. (trust account)	5.0%		State Street Bank and Trust Company	5.9%	
	ITOCHU Corporation	4.6%		Japan Trustee Services Bank, Ltd. (trust account)	4.5%	
	Trust & Custody Services Bank, Ltd. (securities investment trust account)	3.8%		The Master Trust Bank of Japan, Ltd. (trust account)	4.1%	
(11) Management and Other Performance in Most Recent 3 Fiscal Periods						
Fiscal Period Ended	ADR			NRIC		
	June 2008	Dec. 2008	June 2009	May 2008	Nov. 2008	May 2009
Operating Revenue	2,674	2,845	2,863	9,316	9,076	9,065
Operating Income	1,480	1,602	1,528	4,726	4,535	3,565
Ordinary Income	1,071	1,180	1,023	3,603	3,096	1,899
Net Income	1,070	1,179	1,022	3,602	769	2,034
Net Income per Unit (yen)	14,087	15,514	13,450	14,577	3,115	8,231
Dividend per Unit (yen)	14,087	15,515	13,451	14,577	3,116	8,231
Net Assets per Unit (yen)	491,230	492,658	490,594	615,249	603,165	608,160
Net Assets	37,333	37,442	37,285	152,060	149,074	150,308
Total Assets	89,734	89,886	89,729	331,384	323,969	323,652
	(Unit: million yen; unless otherwise stated)					
(12) Name of Asset Management Company	AD Investment Management Co., Ltd.			Pacific Residential Corporation		

(13)	Location of Asset Management Company	3-12 Kioi-cho, Chiyoda-ku, Tokyo	1-14-1 Kanda Jimbo-cho, Chiyoda-ku, Tokyo
(14)	Name and Post of Representative of Asset Management Company	Kenji Kousaka President	Takeshi Takano President and Chairman of the Board
(15)	Relationship Among Parties Involved		
	Capital Ties	As announced in the “Notice Concerning Completion of Acquisitions of Pacific Residential Corporation Shares” press release dated today, ADIM today acquired 96.9% of the total number of PRS shares issued and outstanding, making ADIM the parent company of PRS and PRS the subsidiary of ADIM. Otherwise, there are no capital ties requiring special mention between related persons or related companies of ADR/ADIM and related persons or related companies of NRIC/PRS.	
	Personnel Ties	There are no personnel ties requiring mention between ADR/ADIM and NRIC/PRS. In addition, there are no personnel ties requiring special mention between related persons or related companies of ADR/ADIM and related persons or related companies of NRIC/PRS.	
	Business Ties	There are no business ties requiring mention between ADR/ADIM and NRIC/PRS. In addition, there are no business ties requiring special mention between related persons or related companies of ADR/ADIM and related persons or related companies of NRIC/PRS.	
	Status of Classification as Related Party	As mentioned in “Capital Ties” above, ADIM is a related party (parent company) of PRS. Otherwise, neither NRIC/PRS constitute a related party of ADR/ADIM, and related persons or related companies of NRIC or PRS do not constitute a related party of ADR or ADIM.	

## 5. Post-Merger Status

### (1) Status of New Investment Corporation

	Corporation Incorporated through the Consolidation-Type Merger
(1) Name	Advance Residence Investment Corporation
(2) Location	3-12 Kioi-cho, Chiyoda-ku, Tokyo
(3) Name of Executive Director	Kenji Kousaka
(4) Unitholders' Capital, Etc.	TBD (yet to be determined at this stage)
(5) End of Fiscal Periods	January and July (Note)
(6) Net Assets	TBD (yet to be determined at this stage)
(7) Total Assets	TBD (yet to be determined at this stage)
(8) Name of Asset Management Company	AD Investment Management Co., Ltd.
(9) Location of Asset Management Company	3-12 Kioi-cho, Chiyoda-ku, Tokyo
(10) Name and Post of Representative of Asset Management Company	Kenji Kousaka, President

(Note) The first fiscal period will be the settlement of accounts for the eleven months from March 1, 2010 to January 31, 2011.

### (2) New Investment Corporation's Management Performance Forecasts

The management performance forecasts for the New Investment Corporation's first fiscal period (fiscal period ending January 2011: from March 1, 2010 to January 31, 2011) will be announced once they are determined. From the second fiscal period and onward, stable cash distribution payouts of between 4,500 and 5,000 yen per New Investment Corporation investment unit are anticipated over the long term. As stated in 2. (3) above, 3 New Investment Corporation investment units will be allotted per 1 ADR investment unit and 2 New Investment Corporation investment units will be allotted per 1 NRIC investment unit.

### (3) Major Unitholders and their Unitholdings Before and After Merger

Before Merger			
ADR (as of June 30, 2009)		NRIC (as of May 31, 2009)	
Japan Trustee Services Bank, Ltd. (trust account)	12.8%	Goldman Sachs International	10.2%
NikkoCiti Trust and Banking Corporation (investment trust account)	8.7%	NikkoCiti Trust and Banking Corporation (investment trust account)	7.8%

The Master Trust Bank of Japan, Ltd. (trust account)	5.0%	State Street Bank and Trust Company	5.9%
ITOCHU Corporation	4.6%	Japan Trustee Services Bank, Ltd. (trust account)	4.5%
Trust & Custody Services Bank, Ltd. (securities investment trust account)	3.8%	The Master Trust Bank of Japan, Ltd. (trust account)	4.1%
Sumitomo Mitsui Banking Corporation	3.1%	Trust & Custody Services Bank, Ltd. (securities investment trust account)	3.4%
AIG Star Life Insurance Co., Ltd. (general account)	3.0%	Morgan Stanley & Co. Inc.	2.2%
Nippon Tochi-Tatemono Co., Ltd.	2.0%	Deutsche Bank AG London BP Non-treaty Clients 613	1.9%
ITOCHU Property Development, Ltd.	2.0%	JPMorgan Chase Bank 380084	1.3%
American Life Insurance Company GAEL	1.9%	The Nomura Trust and Banking Co., Ltd. (investment trust account)	1.3%

After Merger (simple sum after taking into account the merger ratio)	
NikkoCiti Trust and Banking Corporation (investment trust account)	8.1%
Japan Trustee Services Bank, Ltd. (trust account)	7.1%
Goldman Sachs International	7.0%
The Master Trust Bank of Japan, Ltd. (trust account)	4.4%
State Street Bank and Trust Company	4.1%
Trust & Custody Services Bank, Ltd. (securities investment trust account)	3.6%
Morgan Stanley & Co. Inc.	1.6%
ITOCHU Corporation	1.5%
The Nomura Trust and Banking Co., Ltd. (investment trust account)	1.4%
Deutsche Bank AG London BP Non-treaty Clients 613	1.3%

(Note) The major unitholders and their unitholdings before and after merger are calculated based on the investment units allotted in accordance with “2. Outline of Merger; (3) Content of Allotment in Relation to Merger” above.

(4) Asset Management Agreement

On the date of establishment of the New Investment Corporation, the New Investment Corporation is scheduled to sign into an asset management agreement with the asset management company resulting from the merging of ADIM and PRS (hereafter, the “New ADIM”) as announced in the “Notice Concerning Signing of Agreement on Merger of Asset Management Companies AD Investment Management Co., Ltd. and Pacific Residential Corporation” dated today. The New ADIM will perform asset management services for the New Investment Corporation pursuant to the following investment policy. The asset management agreements which ADR and NRIC have signed into with their respective asset management companies are scheduled to be terminated on the condition that the New Investment Corporation is established as a result of the Merger.

(5) Investment Policy

To maximize the use of the New Investment Corporation’s portfolio, a new investment policy is scheduled to be set based on ADR’s existing investment policy. Announcement will be made in the event of future change of the investment policy.

(6) Agreement with Sponsors, Etc.

The New Investment Corporation is to inherit each of the following agreements currently entered into by ADR:

- i. Memorandum of understanding for the right of first refusal, etc. entered into with ITOCHU Corporation and ITOCHU Property Development, Ltd.;
- ii. Memorandum of understanding for the right of first refusal, etc. entered into with Nippon Tochi-Tatemono Co., Ltd. and Nippon Tochi-Tatemono Hanbai Co., Ltd.;
- iii. Memorandum of understanding for the right of negotiation, etc. entered into with Shin-Nihon Tatemono Co., Ltd.;

- iv. Memorandum of understanding for the provision of real estate information by affiliated stores entered into with Century21 Real Estate of Japan Ltd.;
- v. Letter of agreement for the provision of real estate and other brokerage information entered into with The Sumitomo Trust & Banking Co., Ltd.; and
- vi. Memorandum of understanding for the provision of real estate and other transaction information entered into with Tokyo Tatemono Real Estate Sales Co., Ltd.

Thus, the robust support structure will be maintained.

6. Overview of Accounting

The Merger constitutes an acquisition as provided in the Accounting Standard for Business Combinations (Accounting Standards Board of Japan Statement No. 21; revised on December 26, 2008) and is premised on the purchase method being applied, whereby ADR is the corporation acquiring and NRIC is the corporation to be acquired. Furthermore, negative goodwill is expected to result from the Merger, but the amount is yet to be determined at this stage.

7. Future Outlook of ADR and NRIC until the Merger

The impact of the signing of the merger agreement for the Merger on the management performance for ADR's fiscal period ending December 2009 (from July 1, 2009 to December 31, 2009) and NRIC's fiscal period ending November 2009 (from June 1, 2009 to November 30, 2009) is expected to be minimal. Thus, no changes have been made to management performance forecasts.

\* The original Japanese version of this material is released today to the Kabuto Club (the press club of the Tokyo Stock Exchange), the Ministry of Land, Infrastructure, Transport and Tourism Press Club, and the Ministry of Land, Infrastructure, Transport and Tourism Press Club for Construction Publications.

\* URL for the two investment corporations:

Advance Residence Investment Corporation

<http://www.adr-reit.com>

Nippon Residential Investment Corporation

<http://www.nric.co.jp>

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