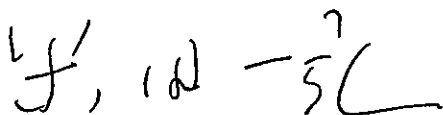


**RECORD OF DISCUSSIONS BETWEEN
THE MINISTRY OF JUSTICE OF THE ROYAL GOVERNMENT OF CAMBODIA
AND
JAPAN INTERNATIONAL COOPERATION AGENCY
ON
THE EXTENSION OF THE TERM OF
THE JAPANESE TECHNICAL COOPERATION ON
LEGAL AND JUDICIAL DEVELOPMENT PROJECT (PHASE 2)**

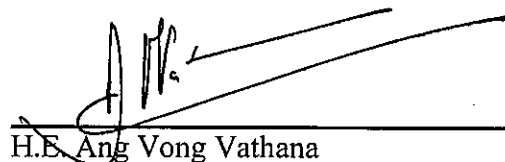
Based on the recommendation of the Minutes of Meetings signed by the Minister of Justice and the head of the Japanese Evaluation Team and witnessed by Deputy Prime Minister on October 27, 2006, the Japan International Cooperation Agency (hereinafter referred to as "JICA") and the Ministry of Justice (hereinafter referred to as "MoJ") of the Royal Government of Cambodia (hereinafter referred to as "RGC") has agreed to extend the term of cooperation of the Japanese Technical Cooperation on Legal and Judicial Development Project (Phase 2) (hereinafter referred to as "the Project") with MoJ.

JICA and MoJ have exchanged views and have had a series of discussions with respect to desirable measures to be taken by JICA and MoJ with a view to successfully implement the Project. By virtue of the result of the discussions and the Agreement on Technical Cooperation between the Government of Japan and RGC, signed in Phnom Penh on June 17, 2003 (hereinafter referred to as "the Agreement"), JICA and MoJ agreed to recommend to their respective Governments the matters referred to in the document attached hereto.

Phnom Penh, March 29, 2007



Mr. Kazuhiro Yoneda
Resident Representative
JICA Cambodia Office



H.E. Ang Vong Vathana
Minister of Justice
Kingdom of Cambodia

THE ATTACHED DOCUMENT

I TERM OF COOPERATION

The duration of the Project will be extended for one (1) year from April 9, 2007 to April 8, 2008.

II SCOPE OF EXTENTION

The Project will be implemented in accordance with the Master Plan, which is given in ANNEX I.

III COOPERATION BETWEEN JICA AND MOJ

1. MoJ will implement the Project in cooperation with JICA.
2. The Project will be implemented in accordance with the Master Plan in Annex I.

IV MEASURES TO BE TAKEN BY JICA

In accordance with the laws and regulations in force in Japan and the provisions of Article III of the Agreement, JICA, as the executing agency for technical cooperation program by the Government of Japan, will take, at its own expenses, the following measures according to the normal procedures of its technical cooperation scheme.

1. DISPATCH OF JAPANAESE EXPERTS

JICA will provide the services of the Japanese experts as listed in Annex II and in accordance with Article V of the Agreement.

2. PROVISION OF MACHINERY AND EQUIPMENT

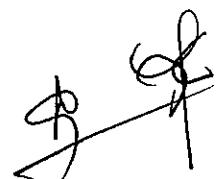
JICA will provide such machinery, equipment and other materials (hereinafter referred to as "**the Equipment**") necessary for the implementation of the Project as listed in Annex III and in accordance with Article VII of the Agreement.

3. TRAINING OF CAMBODIAN PERSONNEL IN JAPAN

JICA will receive the Cambodian personnel involved in the Project for training in Japan if necessary.

V MEASURES TO BE TAKEN BY MOJ

1. MoJ will take necessary measures to ensure that the self-reliant operation of the Project to be sustained during and after the completion of Japanese technical cooperation, through full



and active involvement in the Project by all related authorities, beneficiary groups and institutions.

2. MoJ will ensure that the skill and knowledge acquired by the Cambodian nationals through the Project will contribute to the economic and social development of the Kingdom of Cambodia.
3. MoJ will take necessary measures to ensure that the skill and knowledge acquired by the Cambodian personnel from technical training in Japan will be utilized effectively in the implementation of the Project.
4. In accordance with the laws and regulations in force in the Kingdom of Cambodia, MoJ will take necessary measures to meet the running costs necessary for the implementation of the Project.
5. MoJ will provide the services of Cambodian counterpart personnel and administrative personnel as listed in Annex IV.
6. MoJ will provide the building and facilities as listed in Annex V.

VI ADMINISTRATION OF THE PROJECT

1. The Minister of Justice of the Kingdom of Cambodia, as the Project Director, will bear overall responsibility for the administration and implementation of the Project.
2. The Secretary of State of MoJ, as the Project Manager, will be responsible for the managerial and technical matters of the Project.
3. The Cambodian Working Group for the Civil Code and the Code of Civil Procedure (hereinafter referred to as "the Cambodian Working Group"), established under this Project, will undertake the necessary works for the smooth progress of the process of drafting laws and ordinances and the process of the legislation.
4. The Resident Representative of JICA Cambodia Office, on behalf of JICA, will bear responsibility for smooth implementation of the Project.
5. The Japanese experts will provide necessary recommendations to the Project Director and the Project Manager on any matters pertaining to the implementation of the Project. They will give necessary technical guidance and support to Cambodian counterpart personnel on technical matters pertaining to the implementation of the Project.
6. Working groups for supporting the draft of the Civil Code and the Code of Civil Procedure in Japan, established under the Project, will undertake technical work and give necessary technical guidance or advice to Cambodian counterparts necessary for the smooth progress of the legislative process and for drafting the laws related to the Codes. The members of the



groups will be dispatched to Cambodia as short-term experts or conduct lectures at training sessions in Japan.

VII MONITORING AND EVALUATION

The progress of the Project will be monitored and evaluated properly through various measures such as mutual consultation.

VIII CLAIMS AGAINST JAPANESE EXPERTS

In accordance with the provisions of Article VI of the Agreement, the RGC undertakes to bear claims, if any arises, against the Japanese experts engaged in technical cooperation for the Project resulting from, occurring in the course of, or otherwise connected with the discharge of their official functions in the Kingdom of Cambodia except for those arising from the willful misconduct or gross negligence of the Japanese experts.

IX MUTUAL CONSULTATION

There will be mutual consultation between JICA and MoJ on any major issues arising from, or in connection with this Record of Discussions.

X MEASURES TO PROMOTE UNDERSTANDING OF AND SUPPORT FOR THE PROJECT

For the purpose of promoting support for the Project among the people of the Kingdom of Cambodia, MoJ will take appropriate measures to make the Project widely known to the people of the Kingdom of Cambodia.

ANNEX I	MASTER PLAN
ANNEX II	LIST OF JAPANESE EXPERTS
ANNEX III	LIST OF MACHINERY AND EQUIPMENT
ANNEX IV	LIST OF CAMBODIAN COUNTERPART AND ADMINISTRATIVE PERSONNEL
ANNEX V	LIST OF BUILDINGS AND FACILITIES

Two handwritten signatures in black ink are located in the bottom right corner of the page. The top signature is a stylized, cursive mark, and the bottom signature is a more complex, angular mark.

1. Title of the Project

The Japanese Technical Cooperation for the Legal and Judicial Development Project in the Kingdom of Cambodia (Phase 2)

2. Overall Goal

Laws and regulations with respect to civil affairs and their applications are reliable and useful for Cambodian people.

3. Project Purpose

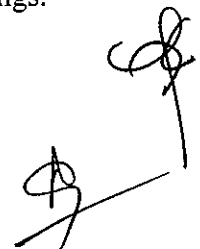
Conditions for promoting legislation of the Civil Code, the Code of Civil Procedure are prepared.

4. Outputs

- (1) Knowledge and capacity of the personnel involved in the various stages of legislation, in addition to the members of the Cambodian Working Group, are enhanced enough to manage and advance the legislation process appropriately.
- (2) Level of understanding of legal and judicial experts in Cambodia with respect to technical details of the Codes is improved.
- (3) Draft provisions of transitional measures, etc., regarding application of the Code of Civil Procedure are prepared.
- (4) Draft enforcement law and/or draft provisions of transitional measures, etc., regarding application of the Civil Code is prepared.
- (5) Draft laws related to the Code of Civil Procedure are prepared.
- (6) Draft laws related to the Civil Code are prepared.

5. Activities

The details of activities in the extension period are shown in the Minutes of Meetings.

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ANNEX II

LIST OF JAPANESE EXPERTS

1. Long-Term Experts

- (1) Legal Advisor
- (2) Legal Assistance / Coordination

The dispatch of an additional long-term expert, who would be in charge of coordination with other donors and ancillary laws and ordinances, is being under consideration by JICA.

2. Short-Term Experts

JICA will dispatch the following short-term experts on specific topics, whose number and terms of reference will be determined depending on the progress of the Project and the availability of suitable experts.

- (1) Experts on the Code of Civil Procedure
- (2) Experts on the Civil Code



ANNEX III

LIST OF MACHINERY AND EQUIPMENT

JICA will provide the equipment to the Cambodian side based on the request of MoJ, if the necessity of the equipment is agreed by the both parties. The specifications and quantity of the equipment will be determined through mutual consultation within the allocated budget during the Project period.

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ANNEX IV LIST OF CAMBODIAN COUNTERPART AND ADMINISTRATIVE PERSONNEL

1. Counterpart personnel

The Cambodian side will assign the following officials as counterpart personnel of this Project.

- (1) Project Director
Minister of Justice
- (2) Project Manager
Secretary of State of MoJ
- (3) The Members of the Cambodian Working Group

2. Administrative personnel


The Cambodian side will assign a sufficient number of administrative personnel to ensure effective operation of the Project.

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ANNEX V

LIST OF BUILDINGS AND FACILITIES

1. Land, buildings and facilities necessary for the Project
2. Office space and facilities for the Japanese experts
3. Room and space necessary for seminars and workshops
4. Other facilities and equipment mutually agreed upon as necessary

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