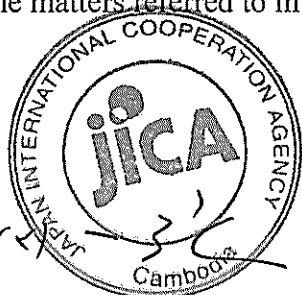


**RECORD OF DISCUSSIONS
BETWEEN
JAPAN INTERNATIONAL COOPERATION AGENCY AND
THE AUTHORITIES CONCERNED OF THE ROYAL GOVERNMENT OF
CAMBODIA
ON JAPANESE TECHNICAL COOPERATION
FOR
THE LEGAL AND JUDICIAL DEVELOPMENT PROJECT (PHASE 3)**

In response to the request of the Royal Government of Cambodia, Japan International Cooperation Agency (hereinafter referred to as "JICA") has decided to implement Japanese Technical Cooperation on The Legal and Judicial Development Project (Phase 3) (hereinafter referred to as "the Project").

Accordingly, JICA, the independent administrative institution responsible for the operation of the technical cooperation program of the Government of Japan, will cooperate with the authorities concerned of the Royal Government of Cambodia.

JICA and the Cambodian authorities concerned exchanged views and had a series of discussions with respect to desirable measures to be taken by JICA and the Royal Government of Cambodia for the successful implementation of the Project. As a result of discussions, and in accordance with the provisions of the Agreement on Technical Cooperation between the Government of Japan and the Royal Government of Cambodia signed in Phnom Penh on June 17, 2003 (hereinafter referred to as "the Agreement"), JICA and the Cambodian authorities concerned agreed to recommend to their respective Governments the matters referred to in the document attached hereto.



Mr. Kazuhiro YONEDA
Resident Representative
Cambodia Office
Japan International Cooperation Agency



Phnom Penh, April 8, 2008

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

ATTACHED DOCUMENT

I. COOPERATION BETWEEN JICA AND THE ROYAL GOVERNMENT OF CAMBODIA

1. The Royal Government of Cambodia will implement the Project in cooperation with JICA.
2. The Project will be implemented in accordance with the Master Plan in Annex I.

II. 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 expense, the following measures according to the normal procedures of its technical cooperation scheme.

1. DISPATCH OF JAPANESE EXPERTS

JICA will provide the services of the Japanese experts as listed in Annex II. The provisions of Article V of the Agreement will be applied to the above-mentioned experts.

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. The provisions of Article VII of the Agreement will be applied to the Equipment.

3. TRAINING OF CAMBODIAN PERSONNEL IN JAPAN

JICA will receive Cambodian personnel connected with the Project for technical training and for conducting seminars or workshops in Japan.

III. MEASURES TO BE TAKEN BY THE ROYAL GOVERNMENT OF CAMBODIA

1. The Royal Government of Cambodia will take necessary measures to ensure that the self-reliant operation of the Project will be sustained during and after the period of Japanese technical cooperation, through full and active involvement in the Project by all related authorities, beneficiary groups and institutions.
2. The Royal Government of Cambodia will ensure that the technologies and knowledge acquired by the Cambodian nationals as a result of the Japanese technical cooperation will

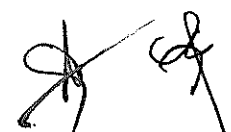


contribute to the economic and social development of the Kingdom of Cambodia.

3. In accordance with the provisions of Article V of Agreement, the Royal Government of Cambodia will grant in the Kingdom of Cambodia privileges, exemptions, and benefits to the Japanese experts referred to II-1 above and their families.
4. The Royal Government of Cambodia will take the measures necessary to receive and use the Equipment provided by JICA under II-2 above and equipment and materials carried in by the Japanese experts referred to in II-1 above.
5. The Royal Government of Cambodia will take necessary measures to ensure that the knowledge and experience acquired by the Cambodian personnel through technical training in Japan will be utilized effectively in the implementation of the Project.
6. In accordance with the laws and regulations in force in the Kingdom of Cambodia, the Royal Government of Cambodia will take necessary measures to supply or replace at its own expense machinery, equipment, instruments, vehicles, tools, spare parts and any other materials necessary for the implementation of the Project other than the Equipment provided by JICA under II-2 above.
7. In accordance with the laws and regulations in force in the Kingdom of Cambodia, the Royal Government of Cambodia will take necessary measures to meet the running expenses necessary for the implementation of the Project.
8. The Royal Government of Cambodia will provide the services of Cambodian counterpart personnel and administrative personnel as listed in Annex IV.
9. The Royal Government of Cambodia will provide the buildings and facilities as listed in Annex V.

IV. 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 in charge of legislation, The Ministry of Justice of the Kingdom of Cambodia (hereinafter referred to as "MOJ"), as the Project Manager, will be responsible

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for the managerial and technical matters of the Project.

3. The Secretary of State and the Undersecretary of State, who are the members of the committee in charge of the Civil Code and the Code of Civil Procedure, will be responsible for the managerial and technical matters of the Project in the case where the Project Manager is absent.
4. The Japanese experts will provide necessary recommendations and advice to the Project Director, the Project Manager and Cambodian counterpart personnel on technical matters pertaining to the implementation of the Project.
5. The Supporting Groups on 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 Project. The members of the groups will be dispatched to Cambodia as short-term experts or conduct lectures at training sessions in Japan.

V. MONITORING AND JOINT EVALUATION

The progress of the Project will be monitored properly through various measures such as mutual consultations or dispatch of monitoring missions. Evaluation of the Project will be conducted jointly by JICA and the Cambodian authorities concerned, at the middle and during the last six (6) months of the cooperation term in order to examine the level of achievement.

VI. CLAIMS AGAINST JAPANESE EXPERTS

In accordance with the provision of Article VI of the Agreement, the Royal Government of Cambodia 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.

VII. MUTUAL CONSULTATION

There will be mutual consultation between JICA and the Royal Government of Cambodia on

any major issues arising from, or in connection with this Attached Document.

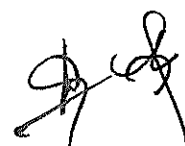
VIII. MEASURES TO PROMOTE UNDERSTANDING OF AND SUPPORT FOR THE PROJECT

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

VI. TERM OF COOPERATION

The duration of technical cooperation for the Project under this Attached Document will start from April 9, 2008, and terminate on March 31, 2012.

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



ANNEX I MASTER PLAN

Project Title: The Legal and Judicial Development Project (Phase 3)

1. Overall Goal

The legal system relevant to civil matters functions appropriately.

2. Project Purpose

The Ministry of Justice (MOJ) is able to take necessary measures to implement the Civil Code (CC) and the Code of Civil Procedure (CCP) appropriately.

3. Outputs

1. Organization to study and discuss issues necessary for implementing the CC and the CCP is established.
2. Systems necessary for implementing the CC and the CCP are studied and discussed, relevant laws and regulations are drafted and necessary measures for legislating them are taken.
3. MOJ disseminates knowledge for implementing the CC and the CCP to relevant parties in the legal and judicial field.

4. Activities

0-1 Study baseline indicators on the overall goal, project purpose and outputs of the Project.

0-2 Share results of the baseline study in 0-1 between the Japanese and Cambodian sides.

1-1 MOJ examines the structure of organization which studies and discusses issues necessary for implementing the CC and the CCP.

1-2 Develop workable organization based on 1-1.

1-3 Consider changing members of the organization developed in 1-2 depending on necessity.

1-4 Identify measures necessary for drafting laws and regulations and other concerns, and accumulate skills and knowledge thereon as institutional memory in MOJ.

2-1 MOJ sets priority among laws and regulations to be drafted.

2-2 MOJ formulates annual plans.

2-3 MOJ studies and discusses necessary systems to be developed.

2-4 MOJ drafts the relevant laws and regulations.

2-5 MOJ takes necessary measures for legislating the laws and regulations.

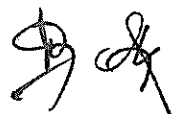
2-6 MOJ coordinates with other ministries and agencies on the drafted laws and regulations, depending on necessity.

2-7 Record the process of 2-1 through 2-6 to accumulate skills and knowledge thereon as institutional memory in MOJ.

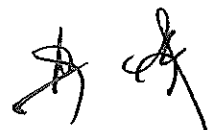
2-8 The Japanese side advises in the process of 2-1 through 2-7.

3-1 MOJ distributes textbooks, commentaries, and other necessary materials for practice to relevant parties in the legal and judicial field and others, according to necessity.

3-2 MOJ conducts dissemination seminars on the CC and the CCP for relevant parties in the legal and judicial field, in coordination with RSJP.



- 3-3 MOJ studies and discusses instructions and etc. necessary for implementing the CC and the CCP.
- 3-4 MOJ formulates the instructions and etc. studied and discussed in 3-3.
- 3-5 MOJ records questions on the implementation of the CC and the CCP.
- 3-6 MOJ discusses on the compilation of questions raised in 3-5 and how to deal with them.
- 3-7 Record the process of 3-1 through 3-6 to accumulate skills and knowledge thereon as institutional memory in MOJ.
- 3-8 The Japanese side advises in the process of 3-1 through 3-7.



ANNEX II LIST OF JAPANESE EXPERTS

1. Long-Term Experts

- (1) Technical Assistance in the Legal and Judicial Field
- (2) Relevant Laws/Donor Coordination
- (3) Project Coordination

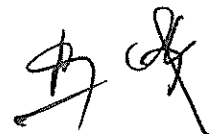
This list is subject to change through the discussion between both sides whenever necessity arises.

2. Short-Term Experts

Short-term experts will be dispatched in accordance with necessity for effective implementation of the Project.

NOTE:

The assignment schedule of the experts will be fixed depending on the progress of the Project and availability of suitable experts. The number and Terms of Reference of short-term experts will be decided in consideration of the progress of the Project through mutual consultation.



ANNEX III LIST OF MACHINERY AND EQUIPMENT

Equipment necessary for the implementation of the Project might be provided to Cambodian side during the cooperation period, subject to the limitation of budgeted allocation.

NOTE:

- 1) The above-mentioned equipment is limited to that necessary for the transfer of technology by the Japanese experts.
- 2) Content, specifications, and quantity of the above-mentioned equipment will be decided through mutual consultations within the allocated budget of each Japanese fiscal year (April 1st to March 31st).



ANNEX IV LIST OF CAMBODIAN COUNTERPART AND ADMINISTRATIVE PERSONNEL

1. Project Director

The Minister of Justice

2. Project Manager

The Secretary of State in charge of legislation, The Ministry of Justice (MOJ)

Note: The Secretary of State and the Undersecretary of State, who are the members of the committee in charge of the Civil Code and the Code of Civil Procedure, will be responsible for the managerial and technical matters of the Project in the case where the Project Manager is absent.

3. Counterpart Personnel

(1) The Committee in charge of the Civil Code and the Code of Civil Procedure

1.	H.E Ang Vong Vathana	Minister of Justice	Chairperson
2.	H.E Hy Sophea	Secretary of State (in charge of legislation), MOJ	Vice-chairperson
3.	H.E Chan Sotheavy	Secretary of State, MOJ	Member
4.	H.E You Bunleng	President, Appeal Court	Member
5.	H.E Kong Srim	Deputy Prosecutor General, Appeal Court	Member
6.	H.E Bun Honn	Undersecretary of State, MOJ	Member
7.	H.E Pen Pichsaly	Director General, General Department of Technical Affairs, MOJ	Member
8.	Mr. Mong Monichariya	Judge, Supreme Court	Member
9.	Mr. You Ottara	Judge, Supreme Court	Member
10.	Mr. Samreth Sophal	Judge, Appeal Court	Member
11.	Mr. Saly Theara	Judge, Appeal Court	Member
12.	Mr. Chuon Tech	Deputy Inspector General, MOJ	Member
13.	Ms. Khiev Sokha	Deputy Director General, General Department of Technical Affairs, MOJ	Member

14.	Mr. Soeung Panhavuth	Director, Department of Prosecution Affairs, MOJ	Member
15.	Mr. Hing Thirith	Judge, Stung Treng Court	Member

(2) The Sub Committee in charge of the Civil Code and the Code of Civil Procedure

1.	Mr. Touch Tharith	Director, Department of Civil Affairs, MOJ	Chairperson
2.	Ms. Nil Philippe	Director, Department of Legal Education and Dissemination, MOJ	Vice-chairperson
3.	Ms. Mao Phiron	Deputy Director, Department of Civil Affairs, MOJ	Member
4.	Mr. Sar Phoumra	Deputy Director, Department of Civil Affairs, MOJ	Member
5.	Mr. Keo Setha	Deputy Director, Department of Civil Affairs, MOJ	Member
6.	Mr. Khy Chhit	Deputy Director, Department of Criminal Affairs, MOJ	Member
7.	Mr. Seng Puthy	Deputy Director, Department of Legislation Affairs, MOJ	Member
8.	Mr. Soch Sophannara	Deputy Director, Department of Legislation Affairs, MOJ	Member
9.	Ms. Phan Chanly	Deputy Director, Department of Administration, MOJ	Member
10.	Mr. Theng Cheang	Chief, Office of Administration, Department of Internal Audit, MOJ	Member


4. Administrative personnel

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

5. Other personnel mutually agreed upon as necessary

ANNEX V LIST OF BUILDING AND FACILITIES

1. Land, building 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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