To all concerned parties:

September 5, 2006

Fields Corporation

President and CEO: Hidetoshi Yamamoto

(JASDAQ code: 2767)

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# Partial Revisions to the "Announcement Regarding Partial Amendments to Articles of Incorporation"

Partial revisions have been made to the "Announcement Regarding Partial Amendments to Articles of Incorporation" announced on May 26, 2006. The revisions are as follows. The proposed amendments following revision have already been approved at the Company's 18th Ordinary General Meeting of Shareholders, which was held on June 28, 2006.

(Revised portions are shaded gray.)

Section 3 General Meeting of Shareholders

Proposed Amendments	Proposed Amendments (revised)
Section 1 General Provisions	Section 1 General Provisions
(Method for Public Notification)  Article 5  The Company's method for public notification shall be electronic notification. However, in the event the Company is unable to publish notices via electronic notification due to an accident or other unavoidable circumstances, it shall publish them in the Nihon Keizai Shimbun newspaper.	(Method for Public Notification)  Article 5  The Company's method for public notification shall be electronic notification. However, in the event the Company is unable to publish notices via electronic notification due to an accident or other unavoidable circumstances, it shall publish them in the Nihon Keizai Shimbun newspaper.
Section 2 Stock	Section 2 Stock
(Shareholder Register Custodian) Article 9 3. Preparation and custody of the Company's shareholder register (including the register of beneficial shareholders; the same applies hereinafter), register of new share subscription rights, and list of lost stock certificates and other work related to the shareholder register, register of new share subscription rights, and list of lost stock certificates shall be contracted to the shareholder register custodian and shall not be handled by the Company.	

Section 3 General Meeting of Shareholders

#### **Proposed Amendments**

## Proposed Amendments (revised)

#### (Convocation)

Article 11

The Company's Ordinary General Meeting of Shareholders shall be convened every year in June. Extraordinary Meetings of Shareholders shall be convened at any time when necessary.

# (Deemed Provision of Shareholder Meeting Reference Materials via Internet Disclosure) Article 14

The Company may deem reference materials for the General Meeting of Shareholders, business reports, and information related to statements or disclosures in financial statements and consolidated financial statements as having been provided to shareholders when convening the General Meeting of Shareholders by using the Internet for disclosure in accordance with Ministry of Justice ordinance.

#### (Resolution Procedures)

Article 15

2. Resolutions pursuant to the provisions of Article 2. Resolutions pursuant to Article 309.2 of the 309.2 of the Company Law shall be made by way of a two-thirds majority of voting rights when shareholders possessing at least one-third of the voting rights of shareholders capable of executing voting rights are in attendance.

## (Voting by Proxy)

Article 16

Shareholders may exercise voting rights through a proxy who is another shareholder who possesses voting rights in the Company. In this case, the shareholder or the proxy must submit written documentation testifying to the right of proxy to the Company for each General Meeting of Shareholders.

Section 4 Directors and the Board of Directors

#### (Appointment Procedures)

Article 18

The Company's Directors shall be appointed at the General Meeting of Shareholders.

# (Term of Office)

Article 19

The term of office of Directors shall be until the conclusion of the Ordinary General Meeting of Shareholders corresponding to the final fiscal

(Convocation)

Article 11

The Company's Ordinary General Meeting of Shareholders shall be convened every year in June. Extraordinary Meetings of Shareholders shall be convened at any time when necessary.

# (Deemed Provision of Shareholder Meeting Reference Materials via Internet Disclosure) Article 14

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#### (Resolution Procedures)

Article 15

Company Law shall be made by way of a two-thirds majority of voting rights when shareholders possessing at least one-third of the voting rights of shareholders capable of executing voting rights are in attendance.

(Voting by Proxy)

Article 16

Shareholders may exercise their voting rights through a proxy who is another shareholder who possesses voting rights in the Company.

2. The shareholder or the proxy must submit written documentation testifying to the right of proxy to the Company for each General Meeting of Shareholders.

Section 4 Directors and the Board of Directors

#### (Appointment Procedures)

Article 18

Directors shall be appointed at the General Meeting of Shareholders.

# (Term of Office)

Article 19

The term of office of Directors shall be until the conclusion of the Ordinary General Meeting of Shareholders corresponding to the final fiscal

#### **Proposed Amendments**

year ending within two years following appointment.

increase the number of Directors or to fill a vacancy shall be until the term of office of other incumbent Directors expires.

(Representative Director and Directors in Executive (Representative Director and Directors in Executive Positions)

Article 20

The Company shall select a Representative Director by way of a resolution by the Board of Directors.

(Convener and Chairman of the Board of Directors) Article 21

Meetings of the Board of Directors shall be convened and chaired by the President, except when otherwise stipulated by law.

fulfilling this duty due to an accident, another Director shall convene and chair meetings of the board in accordance with the order stipulated in advance by the Board of Directors.

of the Board of Directors)

Article 22

Directors and Corporate Auditors shall be notified regarding convocation of meetings of the Board of Directors three days prior to the date of the meeting. However, this time period may be shortened when urgency is required.

Meetings of the Board of Directors may be held 2. without following convocation procedures when consented to by all Directors and Corporate Auditors.

Directors)

Article 23

The Company shall regard a resolution by the Board of Directors as having been made when the requirements stipulated in Article 370 of the Company Law are fulfilled

(Remuneration, Etc.)

Article 25

Director remuneration, bonuses and other financial reward given by the Company to Directors in compensation for the performance of their duties (hereinafter, "remuneration, etc.") shall be determined by a resolution at the General Meeting of Shareholders.

(Exemption of Directors from Liability) Article 26

Proposed Amendments (revised)

year ending within two years following appointment.

2. The term of office of Directors appointed to 2. The term of office of Directors appointed to increase the number of Directors or to fill a vacancy shall be until the term of office of other incumbent Directors expires.

Positions)

Article 20

The Board of Directors shall select a Representative Director by way of a resolution of the board.

(Convener and Chairman of the Board of Directors) Article 21

Meetings of the Board of Directors shall be convened and chaired by the President, except when otherwise stipulated by law.

2. However, if the President is prevented from 2. However, if the President is prevented from fulfilling this duty due to an accident, another Director shall convene and chair meetings of the Board of Directors in accordance with the order stipulated in advance by the Board of Directors.

(Notification Regarding Convocation of Meetings (Notification Regarding Convocation of Meetings of the Board of Directors)

Article 22

Directors and Corporate Auditors shall be notified regarding convocation of meetings of the Board of Directors three days prior to the date of the meeting. However, this time period may be shortened when urgency is required.

Meetings of the Board of Directors may be held without following convocation procedures when consented to by all Directors and Corporate Auditors.

(Omission of Resolutions by the Board of (Omission of Resolutions by the Board of Directors)

Article 23

The Company shall regard a resolution by the Board of Directors as having been made when the requirements stipulated in Article 370 of the Company Law are fulfilled

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(Exemption of Directors from Liability) Article 26

## **Proposed Amendments**

By a resolution of the Board of Directors, the Company may exempt Directors (including former Directors) from liability for damages caused by a neglect of duties, within the limits of the law and in accordance with Article 426.1 of the Company Law.

Section 5 Corporate Auditors and the Board of **Corporate Auditors** 

#### (Number of Corporate Auditors)

Article 27 (Same as current version)

(Term of Office)

Article 29

The term of office of Corporate Auditors shall be until the conclusion of the Ordinary General Meeting of Shareholders corresponding to the final fiscal year ending within four years following appointment.

appointed to fill a vacancy left by a Corporate Auditor resigning before the expiration of his term shall be until the term of office of the resigning Corporate Auditor expires.

(Notification Regarding Convocation of the Board (Notification Regarding Convocation of the Board of Corporate Auditors)

Article 31

Corporate Auditors shall be notified regarding convocation of meetings of the Board of Corporate Auditors three days in advance of the date of the meeting. However, this time period may be shortened when urgency is required.

may be held without following convocation procedures when consented to by all Corporate Auditors.

(Remuneration, Etc.)

Article 34

Remuneration, etc. for Corporate Auditors shall be determined by a resolution at the General Meeting of Shareholders.

(Exemption of Corporate Auditors from Liability) Article 35

By a resolution of the Board of Directors, the Company may exempt Corporate Auditors (including former Corporate Auditors) from liability for damages caused by a neglect of duties, within the limits of the law and in accordance with Article 426.1 of the Company

The Company may conclude agreements with 2 Outside Auditors that limit liability for damages caused by a neglect of duties, in accordance

Proposed Amendments (revised)

By a resolution of the Board of Directors, the Company may exempt Directors (including former Directors) from liability for damages caused by a neglect of duties, within the limits of the law and in accordance with Article 426.1 of the Company Law.

Section 5 Corporate Auditors and the Board of **Corporate Auditors** 

Article 27 (Same as current version)

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2. Meetings of the Board of Corporate Auditors 2. Meetings of the Board of Corporate Auditors may be held without following convocation procedures when consented to by all Corporate Auditors.

(Remuneration, Etc.)

Article 34

Remuneration, etc. for Corporate Auditors shall be determined by a resolution at the General Meeting of Shareholders.

(Exemption of Corporate Auditors from Liability) Article 35

By a resolution of the Board of Directors, the Company may exempt Corporate Auditors (including former Corporate Auditors) from liability for damages caused by a neglect of duties, within the limits of the law and in accordance with Article 426.1 of the Company

The Company may conclude agreements with Outside Auditors that limit liability for damages caused by a neglect of duties, in accordance

Proposed Amendments
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with Article 427.1 of the Company Law. However, the amount of liability pursuant to said agreements shall be an amount of at least ¥3 million determined in advance or the amount stipulated by law, whichever is higher.

# Section 6 Accounting

(Date of Record for the Distribution of Surplus (Date of Record for the Distribution of Surplus Funds)

Article 37

In addition to the preceding paragraph, the Company may establish a date of record and distribute surplus funds on the basis of it.

(Statute of Limitation on Dividends) Article 39

In the case dividends are paid in cash, if they have not been received despite the passage of three full years since the payment initiation date, the Company shall be exempted from its payment obligation.

## Proposed Amendments (revised)

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# Section 6 Accounting

Funds) Article 37

(Statute of Limitation on Dividends) Article 39

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