

**RESOLUTIONS OF THE MEMBERSHIP OF
THE PTA OF THE JAPANESE SCHOOL OF NEW YORK**

WHEREAS, the Japanese Educational Institute, Inc. (JEI) is responsible for the operation of the Japanese School of New York (JSNY); and

WHEREAS, the JSNY is located on an educational campus in Greenwich, CT, that is owned by JEI; and

WHEREAS, JEI is a not-for-profit educational corporation created by a Charter from the Regents of the State of New York; and

WHEREAS, the trustees and officers of JEI have fiduciary duties to ensure that JEI is properly carrying into effect its educational purposes; and

WHEREAS, the families that comprise and are represented by the JSNY PTA are the intended beneficiaries of JEI's educational purposes; and

WHEREAS, the PTA membership has determined that it has no confidence that Kazuhiko Sakamoto, Motoatsu Sakurai, and Jiro Murase have been fulfilling their fiduciary duties; and

WHEREAS, the PTA membership has determined that Kazuhiko Sakamoto, Motoatsu Sakurai, and Jiro Murase have neglected their duties as trustees and officer in several major respects, including but not limited to impeding communication between the families and the JEI trustees; breaking promises to the families to freeze the JEI proposal to sell the Greenwich campus if the families presented sound alternative plans; making incomplete, misleading and/or false statements to the trustees about the PTA's criticisms of the JEI plan and about the merits of the alternative plans proposed by the PTA; making false statements to the trustees about the position of the JSNY Principal regarding the JEI plan; pressing for the implementation of a plan that is educationally unsound because of a desire to yield to external political pressures and an unwillingness to stand up and defend against false and disparaging accusations that were made against the JSNY; and, with respect to Motoatsu Sakurai and Jiro Murase, failing to recuse themselves from all deliberations and voting concerning the plan to sell the Greenwich campus notwithstanding the appearances of potential conflicts of interest with their outside business affiliations and interests.

NOW, THEREFORE, the PTA of the Japanese School of New York hereby adopts the following resolution:

RESOLVED, that the JSNY PTA calls upon Kazuhiko Sakamoto, Motoatsu Sakurai, and Jiro Murase to resign their positions as JEI officers and trustees; and it is further

RESOLVED, that if Kazuhiko Sakamoto, Motoatsu Sakurai, and Jiro Murase do

not resign their positions forthwith, then the JSNY PTA calls upon the JEI Board of Trustees to remove these individuals from their positions; and it is further

RESOLVED, that if Kazuhiko Sakamoto, Motoatsu Sakurai, and Jiro Murase remain in their positions after this Resolution is adopted and communicated to the JEI Trustees and Officers, then the President of the PTA is authorized to petition the Regents of the State of New York to remove them from their positions as JEI trustees and to appoint qualified replacements in their stead.

CERTIFICATION

The undersigned, Emil Jachmann, President of the PTA of the Japanese School of New York (the “corporation”), does hereby certify that the following is a true and complete copy of resolutions that were adopted by the Membership of said corporation in the manner described below, and that said resolutions are in full force and effect and have not been rescinded or modified.

The meaning and substance set forth in the resolutions was submitted to the Membership by means of a letter dated November 2, 2005 which included a tear-off secret ballot form. The letter explained that if approved, the statements set forth in the letter would be reduced to the form of a membership resolution.

The letter set forth a proposal to seek resignation or removal of three trustees, Kazuhiko Sakamoto, Motoatsu Sakurai, and Jiro Murase. The ballot form permitted a separate vote with respect to each of the three individuals.

Dispatched teachers whose children are students in the JSNY did not vote on this matter. The number of eligible voters for this matter was 171. The deadline for returning the ballots was Friday November 4, 2005. By the close of balloting, the number of ballots cast was 143, which exceeded a quorum.

The results of the balloting are as follows:

Abstentions: 3

Sakamoto: 121 votes in favor of the proposal, 19 opposed

Sakurai: 120 votes in favor of the proposal, 20 opposed

Murase: 120 votes in favor of the proposal, 20 opposed

Based upon these results it was determined that the proposal was adopted with respect to all three of the named trustees.

Four additional ballots were returned after the deadline. They were opened and recorded for informational purposes only. Three ballots were marked in favor of the proposal as to all three trustees; one ballot was marked opposed to the proposal as to all three trustees. The four late ballots were not necessary for adoption of the resolution and if they had been submitted before the deadline they would not have changed the result of the voting on the proposal.

The above stated resolutions accurately express the content of the proposal that was adopted by the Membership.

EMIL JACHMANN, President

DATE