

## Law Statement of Purpose

As a legal officer with four years of professional experience and a recipient of a full sponsorship from my employer, I am confident that I will gain legal experiences that are essential to achieving my professional goals and contribute to lively discussions in USC Gould's LL.M. program.

Influenced by my father, the Dean of the Law School, XXX University, I began to study law and majored in international law. In Professor XXX Law seminar, I studied national security, human rights, anti-bribery, and other international legal affairs. His teaching method was moot court, in which I was required to analyze cases that came to about 50 pages in English and extract legal issues from them before making an argument in the courtroom. This exercise developed my skills in analyzing the legal aspects of cases, which are essential to my present job. As an extracurricular activity, I volunteered in a rural area in Cambodia, assisting the local people with cultivating agricultural lands and learning English.

After university graduation, I selected from my many job offers the largest steel trading company in Japan, Marubeni-Itochu Steel Inc. (MISI), which has 140 branches and affiliated companies all over the world. As a legal officer, I have dealt with M&A, litigation, anti-trust, corporate governance, and other legal matters, mainly in Japan and other Asian countries.

I succeeded in conducting legal due diligence, drafting, reviewing, and negotiating share purchase agreements and joint venture agreements, submitting a pre-merger notification under the Chinese Anti-Monopoly Law (AML), and conducting the closing in a domestic M&A in which MISI purchased all shares of Yamabun Stainless Co., Ltd., a stainless steel processing company, in March 2017. The most difficult issue was to obtain an unconditional approval from China by the agreed closing date because our worldwide and Chinese turnover exceeded the notification thresholds under AML. I took the initiative to prepare the notification. I consulted with three Chinese lawyers about the interpretation of AML, discussed a strategy for prompt clearance with five general managers, collected data from our accounting department and shareholders to submit to China, and drafted the notification form. As a result, this M&A was approved unconditionally by China. I learned to lead legal professionals effectively and to explain complicated legal concepts to business professionals and shareholders.

I also succeeded in revising MISI's internal regulations and its subsidiaries' organizational structure before the Japanese Companies Act reform became effective on May 1, 2015, which was influenced by the American system and included several changes to rules on corporate governance. A major difficulty was to analyze how the act, especially the change to qualifications of outside company auditors, would affect 10 MISI subsidiaries. As a result of analyzing the reform act and investigating the profiles of 20 outside company auditors of our subsidiaries, I confirmed that all of them would be disqualified after the effective date of the reform act. I reported the results to our legal counsel and directors, and recommended that the subsidiaries bring outside experts or abolish their board of company auditors, the latter of which MISI finally chose. Through this experience, I cultivated my abilities in both legal analysis and solutions for practical issues within our business.

As my short-term professional goal, I plan to work for MISI's US subsidiary and its branch in Los Angeles, and assist with cross-border M&A projects, as well as litigation and alternative dispute resolution (ADR). Following my experiences in the US and return to MISI, Tokyo, my long-term goal is that, as the legal counsel in one of MISI's overseas subsidiaries, I will contribute to strengthening legal risk management in MISI's overseas business, which has been expanding to countries in Latin America, Southeast Asia, and Africa.

Influenced by my experience with volunteer work in Cambodia during my university days, I ultimately desire to work at the United Nations, the World Bank, or its affiliate and help developing nations to develop internationally competitive industries and expand legal services. To do so, I will draw on my legal experiences in the steel industry, which is the basis of many industries in the global economy.

USC's Gould School of Law is my first choice among many prestigious law schools around the world. One of the major reasons is its unique collaboration with the Marshall School of Business. I would like to earn the Transactional Law and Business Certificate. In particular, I am interested in the Mergers & Acquisitions course, where I look forward to learning about strategy, tax, finance, securities, and evaluation considerations, and brushing up my knowledge of corporate and anti-trust law. I will also be pleased to share my experience and knowledge with professors and students from both the School of Law and the Marshall School of Business.

I am also intrigued by courses on ADR, including International Business Dispute Resolution. Despite my success in settling some domestic litigation, I unfortunately lack experience in international dispute resolution. This course can build up my skills in resolving cross-border legal disputes, in which MISI has been increasingly involved in recent years.

What is more, I am excited to participate in activities at the Center for Transactional Law and Business (CTLB), where I can absorb the latest interdisciplinary ideas on law and policy related to transactions, anti-trust, corporate governance, etc., by auditing discussions among academic experts, lawyers, leading business professionals, and policymakers. I also look forward to joining the Business Law Advisor (BLA), where I can not only improve my skills in providing practical advice on actual business issues but also network with USC's diverse and multicultural students.

I participated in the USC Global Conference in Tokyo on September 22, 2017, and several alumni, including [Mr.A] and [Ms.B], recommended that I apply to the school to realize my professional goals.

At USC's Gould School of Law, I will deepen my practical understanding of US laws and regulations regarding M&A, as well as litigation and ADR through the Transactional Law and Business Certificate and extracurricular activities at CTLB and BLA, and take the first step toward realizing my career ambitions.