



B #:	B19411-23
Date:	December 20, 2023
To:	All Participants
Category:	Settlement/Underwriting
From:	Underwriting Operations
Attention:	Managing Partner/Officer; Cashier, Operations, Data Processing, and Underwriting Managers
Subject:	Section 3(c)(7) restrictions for owners of the U.S. Commercial Paper Notes of Marubeni Finance America LLC

- (A) Base CUSIP Number(s): 57382F, 57382E, 57381R
- (B) Security Description: U.S. Commercial Paper Notes of Marubeni Finance America LLC
- (C) Offer Amount: Up to U.S.\$2,000,000,000
- (D) Dealers: BofA Securities, Inc., J.P. Morgan Securities LLC and Mizuho Securities USA LLC
- (E) Paying Agent: Citibank, N.A.
- (F) Closing Date: Continuous Offering

Special Instructions:

See Attached Important Instructions from the Issuer.

Non-Confidential

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Marubeni

U.S. Commercial Paper Notes

Base CUSIP Nos.: 57382F, 57382E, 57381R

The Issuer and the Dealers are putting Participants on notice that they are required to follow these purchase and transfer restrictions with regard to the above referenced security.

In order to qualify for the exemption provided by Section 3(c)(7) under the Investment Company Act of 1940, as amended (the “Investment Company Act”), and the exemption provided by Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), offers, sales and resales of the Issuer’s commercial paper notes (collectively, the “Securities”) may only be made in minimum denominations of \$250,000 to “qualified institutional buyers” (“QIBs”) within the meaning of Rule 144A that are also “qualified purchasers” (“QPs”) within the meaning of Section 2(a)(51)(A) of the Investment Company Act. Each purchaser of Securities (1) represents to and agrees with the Issuer and the Dealers that (i) the purchaser is a QIB who is a QP (a “QIB/QP”); (ii) the purchaser is not a broker-dealer which owns and invests on a discretionary basis less than \$25 million in securities of unaffiliated issuers; (iii) the purchaser is not a participant-directed employee benefit plan, such as a 401(k) plan; (iv) the QIB/QP is acting for its own account, or the account of another QIB/QP; (v) the purchaser is not formed for the purpose of investing in the Issuer; (vi) the purchaser, and each account for which it is purchasing, will hold and transfer at least the minimum denomination of Securities; (vii) the purchaser understands that the Issuer may receive a list of participants holding positions in its securities from one or more book-entry depositaries; and (viii) the purchaser will provide notice of the transfer restrictions to any subsequent transferees; and (2) acknowledges that the Issuer has not been registered under the Investment Company Act and the Securities have not been registered under the Securities Act and represents to and agrees with the Issuer and the Dealers that, for so long as the Securities are outstanding, it will not offer, resell, pledge or otherwise transfer the Securities except to a QIB that is also a QP in a transaction meeting the requirements of Rule 144A. Each purchaser further understands that the Securities will bear a legend with respect to such transfer restrictions. See “*PURCHASE AND TRANSFER RESTRICTIONS*” in the Private Placement Memorandum relating to the Securities.

The charter, bylaws, organizational documents or securities issuance documents of the Issuer provide that the Issuer will have the right to (i) require any holder of Securities who is determined not to be both a QIB and a QP to sell the Securities to a QIB that is also a QP or (ii) redeem any Securities held by such a holder on specified terms. In addition, the Issuer has the right to refuse to register or otherwise honor a transfer of Securities to a proposed transferee that is not both a QIB and a QP.

The restrictions on transfer required by the Issuer (outlined above) will be reflected under the notation “3c7” in DTC’s User Manuals and DTC’s Reference Directory. Any questions or comments regarding this subject may be directed to Hiroyuki Arisawa, President of Marubeni Finance America LLC, at (646) 330-1529.