

[TRANSLATION]

[Exhibit 2]

May 15, 2009

To whom it may concern:

Company: Mizuho Trust & Banking Co., Ltd.
Representative: Takashi Nonaka, President & CEO
Head Office: 2-1, Yaesu 1-chome, Chuo-ku, Tokyo
Code: 8404 (First Section of the Tokyo Stock
Exchange and First Section of the Osaka
Securities Exchange)

Partial Amendment to the Articles of Incorporation

Mizuho Trust & Banking Co., Ltd. (the “Company”) resolved at the meeting of its Board of Directors held on May 15, 2009 that a partial amendment to its Articles of Incorporation shall be proposed at its 139th Ordinary General Meeting of Shareholders scheduled to be held on June 25, 2009, and hereby gives you notice as follows:

Partial Amendment to the Articles of Incorporation:

Pertaining to the implementation of the “Law for Partial Amendments to the Law Concerning Book-entry Transfer of Corporate Bonds and Other Securities for the Purpose of Streamlining the Settlement of Trades of Stocks and Other Securities” (Law No. 88 of 2004, the “Settlement Rationalization Law”) as of January 5, 2009, required partial amendments will be made to the Articles of Incorporation, including, deletion of certain provisions that have been stipulated on the premise that a certificate of shares should exist and amendment to the article numbers thereof, etc.

Pursuant to Article 6, Paragraph 1 of the Supplementary Provisions of the Settlement Rationalization Law, a resolution for the amendment to the Articles of Incorporation is deemed to have been made as of the implementation date of the said law, whereby Article 7 (Issuance of Share Certificates) of the current Articles of Incorporation shall be abolished.

In addition, as a result of the acquisition of and cancellation of a part of the Class I preferred stock as of June 30, 2008, the total number of shares which the Company is authorized to issue and the total number of shares in each share class which the Company is authorized to issue will be reduced. (Article 5 of the proposed amendments to the Articles of Incorporation).

The substance of these amendments is set forth below.

(Changes have been underlined.)

Current Articles of Incorporation	Proposed Amendments
<p>Article 5. <i>(Total Number of Authorized Shares)</i> The total number of shares which the Company is authorized to issue shall be <u>15,932,565,372</u> shares, and the total number of each class of shares which the Company is authorized to issue shall be as set forth below; provided, however, that in the case where a cancellation of shares is made, the number of shares which the Company is authorized to issue shall be reduced by the number of shares so canceled:</p> <p>Common stock: 13,700,000,000 shares Class I preferred stock: <u>232,565,372</u> shares Class III preferred stock: 800,000,000 shares Class IV preferred stock: 400,000,000 shares Class V preferred stock: 400,000,000 shares Class VI preferred stock: 400,000,000 shares</p> <p>Article 7. <i>(Issuance of Share Certificates)</i> <u>The Company shall issue share certificates representing its issued stock.</u></p> <p>Article 8. <i>(Number of Shares Constituting one (1) Unit and Non-issuance of Share Certificates for Fractional Unit Shares)</i> 1. The number of shares constituting one (1) unit of shares of the Company in respect of all classes of the shares, namely common stock, Class I preferred stock and Classes III to VI preferred stock shall be one thousand (1,000). 2. <u>The Company shall not issue any share certificate for shares of which number is less than the number of shares constituting one (1) unit of shares (“fractional unit shares”), provided, however, that a share certificate may be issued pursuant to the Share Handling Regulations.</u></p> <p>Article 9. <i>(Request for Sale of Fractional Unit Shares)</i> As provided for in the Share Handling Regulations, any shareholder <u>(including beneficial shareholders)</u> shall be entitled to demand that the Company sell to the shareholder the number of shares that would, together with the number of fractional unit shares owned by such shareholder, constitute one full unit of shares.</p> <p>Article 10. <i>(Record Date)</i> 1. The Company shall deem shareholders having voting rights appearing in writing or electronically in the register of shareholders <u>(including the register of beneficial shareholders; the same shall apply hereinafter)</u> as of the end of March 31 of each year as the shareholders who are entitled to exercise their</p>	<p>Article 5. <i>(Total Number of Authorized Shares)</i> The total number of shares which the Company is authorized to issue shall be <u>15,855,717,123</u> shares, and the total number of each class of shares which the Company is authorized to issue shall be as set forth below; provided, however, that in the case where a cancellation of shares is made, the number of shares which the Company is authorized to issue shall be reduced by the number of shares so canceled:</p> <p>Common stock: 13,700,000,000 shares Class I preferred stock: <u>155,717,123</u> shares Class III preferred stock: 800,000,000 shares Class IV preferred stock: 400,000,000 shares Class V preferred stock: 400,000,000 shares Class VI preferred stock: 400,000,000 shares</p> <p>(Deleted.)</p> <p>Article 7. <i>(Number of Shares Constituting one (1) Unit)</i> The number of shares constituting one (1) unit of shares of the Company in <i>respect</i> of all classes of the shares, namely common stock, Class I preferred stock and Classes III to VI preferred stock shall be one thousand (1,000). (Deleted.)</p> <p>Article 8. <i>(Request for Sale of Fractional Unit Shares)</i> As provided for in the Share Handling Regulations, any shareholder shall be entitled to demand that the Company sell to the shareholder the number of shares that would, together with the number of fractional unit shares owned by such shareholder, constitute one full unit of shares.</p> <p>Article 9. <i>(Record Date)</i> 1. The Company shall deem shareholders having voting rights appearing in writing or electronically in the register of shareholders as of the end of March 31 of each year as the shareholders who are entitled to exercise their rights at the ordinary general meeting of shareholders for the relevant business year.</p>

Current Articles of Incorporation	Proposed Amendments																				
<p>rights at the ordinary general meeting of shareholders for the relevant business year.</p> <p>2. In addition to the preceding paragraph, the Company may temporarily set the record date whenever necessary, by a resolution of the Board of Directors and upon giving a prior public notice thereof.</p> <p>Article 11. <i>(Share Handling Regulations)</i> <u>Denominations of share certificates of the Company and entry in the register of shareholder</u>, purchase and sale of fractional unit shares, and other operations relating to shares and handling fees therefor and the method of request or notice by shareholders with respect to general meetings of shareholders shall be governed by the Share Handling Regulations prescribed by the Board of Directors, in addition to laws and regulations and these Articles of Incorporation.</p> <p>Article 12. <i>(Preferred Stock Dividends)</i></p> <p>1. In respect of dividends from its surplus provided for in Article <u>57</u>, the Company shall distribute dividends from its surplus by cash on preferred stock (hereinafter referred to as the “Preferred Stock Dividends”) in such amount as decided by the resolution of the Board of Directors on the issuance of such stock to the extent of such amount as provided for below to shareholders of preferred stock (hereinafter referred to as the “Shareholders of Preferred Stock”) in priority to holders of common stock (hereinafter referred to as the “Shareholders of Common Stock”), provided, however, that in the case where all or a part of the Preferred Stock Interim Dividends provided for in Article <u>13</u> have been paid in the relevant business year, the amount so paid shall be reduced accordingly:</p> <table data-bbox="159 1444 718 1601"> <tr> <td>Class I preferred stock:</td> <td>38 yen per share</td> </tr> <tr> <td>Class III preferred stock:</td> <td>10 yen per share</td> </tr> <tr> <td>Class IV preferred stock:</td> <td>20 yen per share</td> </tr> <tr> <td>Class V preferred stock:</td> <td>20 yen per share</td> </tr> <tr> <td>Class VI preferred stock:</td> <td>40 yen per share</td> </tr> </table> <p>2. In a given business year, if all or a part of the Preferred Stock Dividends have not been paid to the Shareholders of Preferred Stock, the unpaid amount shall not be accumulated for the subsequent business years.</p> <p>3. The Company shall not distribute dividends from its surplus to any Shareholder of Preferred Stock, any amount in excess of the amount of the relevant Preferred Stock Dividends.</p>	Class I preferred stock:	38 yen per share	Class III preferred stock:	10 yen per share	Class IV preferred stock:	20 yen per share	Class V preferred stock:	20 yen per share	Class VI preferred stock:	40 yen per share	<p>2. In addition to the preceding paragraph, the Company may temporarily set the record date whenever necessary, by a resolution of the Board of Directors and upon giving a prior public notice thereof.</p> <p>Article 10. <i>(Share Handling Regulations)</i> <u>An entry, whether in writing or in electronic form, in the register of shareholder of the Company</u>, purchases and sales of fractional unit shares, and other operations relating to shares and handling fees therefor and the method of request or notice by shareholders with respect to general meetings of shareholders shall be governed by the Share Handling Regulations prescribed by the Board of Directors, in addition to laws and regulations and these Articles of Incorporation.</p> <p>Article 11. <i>(Preferred Stock Dividends)</i></p> <p>1. In respect of dividends from its surplus provided for in Article <u>56</u>, the Company shall distribute dividends from its surplus by cash on preferred stock (hereinafter referred to as the “Preferred Stock Dividends”) in such amount as decided by the resolution of the Board of Directors on the issuance of such stock to the extent of such amount as provided for below to shareholders of preferred stock (hereinafter referred to as the “Shareholders of Preferred Stock”) in priority to holders of common stock (hereinafter referred to as the “Shareholders of Common Stock”), provided, however, that in the case where all or a part of the Preferred Stock Interim Dividends provided for in Article <u>12</u> have been paid in the relevant business year, the amount so paid shall be reduced accordingly:</p> <table data-bbox="837 1444 1396 1601"> <tr> <td>Class I preferred stock:</td> <td>38 yen per share</td> </tr> <tr> <td>Class III preferred stock:</td> <td>10 yen per share</td> </tr> <tr> <td>Class IV preferred stock:</td> <td>20 yen per share</td> </tr> <tr> <td>Class V preferred stock:</td> <td>20 yen per share</td> </tr> <tr> <td>Class VI preferred stock:</td> <td>40 yen per share</td> </tr> </table> <p>2. In a given business year, if all or a part of the Preferred Stock Dividends have not been paid to the Shareholders of Preferred Stock, the unpaid amount shall not be accumulated for the subsequent business years.</p> <p>3. The Company shall not distribute dividends from its surplus to any Shareholder of Preferred Stock, any amount in excess of the amount of the relevant Preferred Stock Dividends.</p>	Class I preferred stock:	38 yen per share	Class III preferred stock:	10 yen per share	Class IV preferred stock:	20 yen per share	Class V preferred stock:	20 yen per share	Class VI preferred stock:	40 yen per share
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Current Articles of Incorporation	Proposed Amendments
<p>Article 13. <i>(Preferred Stock Interim Dividends)</i> In respect of interim dividends provided for in Article 58, the Company shall distribute dividends from its surplus by cash on preferred stock in such amount as decided by the Board of Directors on the issuance of such stock to the extent of one half of the amount of the Preferred Stock Dividends provided for in the main clause of Paragraph 1 of the preceding article (referred to as the “Preferred Stock Interim Dividends” in these Articles of Incorporation) to the Shareholders of Preferred Stock in priority to the Shareholders of Common Stock.</p> <p>Article 14. to Article 27. (Omitted.)</p> <p>Article 28. <i>(General Meetings of Holders of Classes of Stock)</i></p> <ol style="list-style-type: none"> 1. Unless otherwise provided for by laws or regulations or these Articles of Incorporation, resolutions of a general meeting of holders of classes of stock shall be adopted by an affirmative vote of a majority of the voting rights held by the holders present at the meeting who are entitled to exercise their voting rights. 2. Resolutions provided for in Article 324, Paragraph 2 of the Law shall be adopted by an affirmative vote of not less than two-thirds (2/3) of the voting rights held by the holders present at the relevant meeting who shall hold in aggregate not less than one-third (1/3) of the voting rights of all the holders entitled to exercise their voting rights. 3. The provisions of Articles 22 through 24 and 26 and 27 shall apply mutatis mutandis to the general meetings of holders of classes of stock. <p>Article 29. to Article 59. (Omitted.)</p>	<p>Article 12. <i>(Preferred Stock Interim Dividends)</i> In respect of interim dividends provided for in Article 57, the Company shall distribute dividends from its surplus by cash on preferred stock in such amount as decided by the Board of Directors on the issuance of such stock to the extent of one half of the amount of the Preferred Stock Dividends provided for in the main clause of Paragraph 1 of the preceding article (referred to as the “Preferred Stock Interim Dividends” in these Articles of Incorporation) to the Shareholders of Preferred Stock in priority to the Shareholders of Common Stock.</p> <p>Article 13. to Article 26. (No change.)</p> <p>Article 27. <i>(General Meetings of Holders of Classes of Stock)</i></p> <ol style="list-style-type: none"> 1. Unless otherwise provided for by laws or regulations or these Articles of Incorporation, resolutions of a general meeting of holders of classes of stock shall be adopted by an affirmative vote of a majority of the voting rights held by the holders present at the meeting who are entitled to exercise their voting rights. 2. Resolutions provided for in Article 324, Paragraph 2 of the Law shall be adopted by an affirmative vote of not less than two-thirds (2/3) of the voting rights held by the holders present at the relevant meeting who shall hold in aggregate not less than one-third (1/3) of the voting rights of all the holders entitled to exercise their voting rights. 3. The provisions of Articles 21 through 23 and 25 and 26 shall apply mutatis mutandis to the general meetings of holders of classes of stock. <p>Article 28. to Article 58. (No change.)</p>

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