

5-84220

880
Mail Processing
Section

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OCT 7 2008



08062103

Washington, DC
100

FORM F-X

Appointment of Agent for Service of Process and Undertaking

A. Name of issuer or person filing ("Filer"): **GRO-BELS Co., Ltd.**

PROCESSED

B. (1) This is:

3 OCT 07 2008

- an original filing for the Filer
- an amended filing for the Filer

THOMSON REUTERS

(2) Check the following box if you are filing the Form F-X in paper in accordance with Regulation S-T Rule 101(b)(8)

Note: Regulation S-T Rule 101(b)(9) only permits the filing of the Form F-X in paper:

- (a) If the party filing or submitting the Form CB is not subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act; or
- (b) If filed by a Canadian issuer when qualifying an offering statement pursuant to the provisions of Regulation A (230.251-230.263 of this chapter).

(3) A filer may also file the Form F-X in paper under a hardship exemption provided by Regulation S-T Rule 201 or 202 (17 CFR 232.201 or 232.202). When submitting the Form F-X in paper under a hardship exemption, a filer must provide the legend required by Regulation S-T Rule 201(a)(2) or 202(c) (17 CFR 232.201(a)(2) or 232.202(c)) on the cover page of the Form F-X.

C. Identify the filing in conjunction with which this Form is being filed:

Name of registrant: **GRO-BELS Co., Ltd.**

Form type: **Form CB**

File Number (if known): **Not available**

Filed by: **GRO-BELS Co., Ltd.**

Date Filed (if filed concurrently, so indicate): **Concurrently**

- D. The Filer is incorporated or organized under the laws of Japan and has its principal place of business at **30-8, Sendagaya 1-chome, Shibuya-ku, Tokyo, 151-0051, Japan, Telephone: +81-3-3470-8411.**
- E. The Filer designates and appoints **CT Corporation System ("Agent")** located at **111 Eighth Avenue, 13th Floor, New York, NY 10011, Telephone: (212) 894-8700** as the agent of the Filer upon whom may be served any process, pleadings, subpoenas, or other papers in:
- (a) Any investigation or administrative proceeding conducted by the Commission; and
 - (b) Any civil suit or action brought against the Filer or to which the Filer has been joined as defendant or respondent, in any appropriate court in any place subject to the jurisdiction of any state or of the United States, or of any of its territories or possessions, or of the District of Columbia, where the investigation, proceeding or cause of action arises out of or relates to or concerns any offering made or purported to be made in connection with the securities registered or qualified by the Filer on **Form CB on September 30, 2008** or any purchases or sales of any security in connection therewith. The Filer stipulates and agrees that any such civil suit or action or administrative proceeding may be commenced by the service of process upon, and that service of an administrative subpoena shall be effected by service upon such agent for service of process, and that the service as aforesaid shall be taken and held in all courts and administrative tribunals to be valid and binding as if personal service thereof had been made.
- F. The Filer stipulates and agrees to appoint a successor agent for service of process and file an amended Form F-X if the Filer discharges the Agent or the Agent is unwilling or unable to accept service on behalf of the Filer at any time until six years have elapsed following the effective date of the latest amendment to this Form CB.

The Filer further undertakes to advise the Commission promptly of any change to the Agent's name or address during the applicable period by amendment of this form, referencing the file number of the relevant form in conjunction with which the amendment is being filed.

- G. The Filer undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the forms, schedules and offering statements described in General Instructions I.(a), I.(b), I.(c), I.(d) and I.(f) of this Form, as applicable, the securities to which such forms, schedules and offering statements relate; and the transactions in such securities.

The Filer certifies that it has duly caused this power of attorney, consent, stipulation and agreement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tokyo, country of Japan, this **30th day of September, 2008**.

GRO-BELS Co., Ltd.

By: Shinichi Hisanaga
Name: Shinichi Hisanaga
Title: President and Representative Director

This statement has been signed by the following persons in the capacities and on the dates indicated.

CT Corporation System
As agent for service of process

By: 
Name: _____
Title:
Date: September 30, 2008

Anusha Putty
Vice President
and Assistant Secretary