



June 6, 2007

To whom it may concern,

Company: The Goodwill Group, Inc.  
Representative: Masahiro Origuchi  
Representative Director, Chairman and CEO  
(Code No. 4723 TSE 1st Section)  
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## Assignment of Operations of Consolidated Subsidiary COMSN

This is to inform you that the Board of Directors, meeting on June 6, 2007, passed a resolution on a basic policy of assigning all of the operations of consolidated subsidiary COMSN, Inc. (“COMSN” hereinafter) to consolidated subsidiary NSS Corporation (“NSS” hereinafter). The details will be found below.

### *Details*

#### 1. Reason for assignment

COMSN received guidance dated today from the Health and Welfare Bureau for the Elderly of the Ministry of Health, Labour and Welfare. COMSN places priority on the continuity of services to its customers and assurance of employment for its staff and has therefore resolved on a basic policy of assigning all of its operations to NSS.

#### 2. Operations to be assigned

##### (1) All COMSN operations

Visiting care, home bathing, visiting nursing, outpatient nursing, nursing and support services for residents of designated institutions

Lease and sale of welfare equipment, home renovation, assistance for independent living by the disabled, preventative nursing care, nursing-care taxis

Nighttime visiting care, care at small, multifunction residences, visiting dental services

Care for group homes for senile dementia patients, care and assistance for designated residences, senior residence services

##### (2) Profile of company assigning operations (COMSN, Inc.)

Name	COMSN, Inc.
Description of business	Home care services and institutional care services
Established	1988
Address	6-10-1 Roppongi, Minato-ku, Tokyo
Representative	Koichi Higuchi
Capital	14,148.35 million yen
Issued and outstanding shares	3,773,500 shares
Settlement	June

Shareholders	The Goodwill Group, Inc. (100%)
Total assets	47,203 million yen
Net assets	6,278 million yen

#### COMSN results for the most recent business year

	June 2005	June 2006	June 2007 Interim Results (Reference)
Revenues	50,911 million yen	63,858 million yen	35,001 million yen
Gross profits	14.94 billion yen	19,205 million yen	9,536 million yen
Operating profits	1,716 million yen	2,718 million yen	-797 million yen
Recurring profits	1.56 billion yen	2,634 million yen	-769 million yen
Net income	1,158 million yen	1,625 million yen	-2,694 million yen
Total assets	23,384 million yen	47,203 million yen	49,968 million yen
Net assets	4,653 million yen	6,278 million yen	3,428 million yen

#### (3) Assigned asset/liability breakdown and amounts (as at December 31, 2006)

Total assets                                      49,968 million yen    Total liabilities                                      46,540 million yen

#### 3. Profile of company receiving assigned operations

Name	NSS Corporation
Description of business	Institutional care services
Established	June 22, 1964
Address	5-25-10 Himonya, Meguro-ku, Tokyo
Representative	Shin Saito
Capital	80 million yen
Issued and outstanding shares	160,000 shares
Settlement	May (changed to June beginning FY 2007)
Shareholders	Premier Medical Care, Inc. 93.75%; personal shareholders 6.25%
Total assets	9,655 million yen
Net assets	-1,982 million yen

#### Nippon Silver Service, Inc. results for recent business years

	May 2004	May 2005	May 2006
Revenues	6,781 million yen	9,328 million yen	11,103 million yen
Gross profits	6,047 million yen	8,221 million yen	9,634 million yen
Operating profits	362 million yen	492 million yen	-861 million yen
Recurring profits	246 million yen	337 million yen	-1,122 million yen
Net income	50 million yen	152 million yen	-2,326 million yen
Total assets	7,465 million yen	8,958 million yen	9,655 million yen
Net assets	191 million yen	343 million yen	-1,982 million yen

#### 4. Schedule

June 6, 2007                                      Signing of basic agreement on assignment of operations, Board of Directors resolution (COMSN)

June 6, 2007                                      Signing of basic agreement on assignment of operations, Board of Directors resolution (NSS)

June 6, 2007	Signing of basic agreement on assignment of operations, Board of Directors resolution (The Goodwill Group)
June 7, 2007	Signing a basic agreement on assignment of operations
June 15, 2007	Planned signing of Assignment of Operations Contract
June 15, 2007	Planned resolution of General Meeting of Shareholders (COMSN)
June 15, 2007	Planned resolution of General Meeting of Shareholders (NSS)
July 31, 2007	Planned execution of assignment of operations

## **5. Forecast**

NSS will receive all of the operations of COMSN and will continue to provide services to customers. We believe that the impact on consolidated results for FYE June 2007 and on consolidated results for FYE June 2008 will be negligible.

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