



July 31, 2007

To whom it may concern,

Company: The Goodwill Group, Inc.
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COMSN, Inc. Conveyance Plan

Details

This is to inform you that the Board of Directors of COMSN, Inc. (“COMSN” hereinafter), meeting on July 31, 2007, adopted a resolution on a plan for the conveyance of COMSN’s operations, and that plan was approved by the Board of Directors of The Goodwill Group, Inc. on the same day.

1. Basic guidelines on conveyance of operations

(1) Basic guidelines

Respect the wishes and intentions of all users and provide for the smooth and certain continuity of services

Respect the wishes and intentions of all employees and provide for the smooth and certain continuity of jobs

Split COMSN’s operations into home-care services and residential-care services for purposes of conveyance

In principle split home-care services into 47 prefectural organizations so as to respect the wishes of local governments in the selection of purchasers

(2) Change from blanket conveyance to separate conveyance guideline

The company’s basic policy was initially to make a blanket conveyance of all operations due to the obstacles that were anticipated in the conveyance of highly-difficult or unprofitable services, for example, services in rural areas or remote islands, late-night, early-morning and holiday services and services under the Law to Support Independent Living by the Disabled. While this was considered the best option from the perspective of maintaining the rights of users and the jobs of employees, we have subsequently determined that the guideline must be changed and operations in principle split up for purposes of conveyance. The reasons for this change are outlined below.

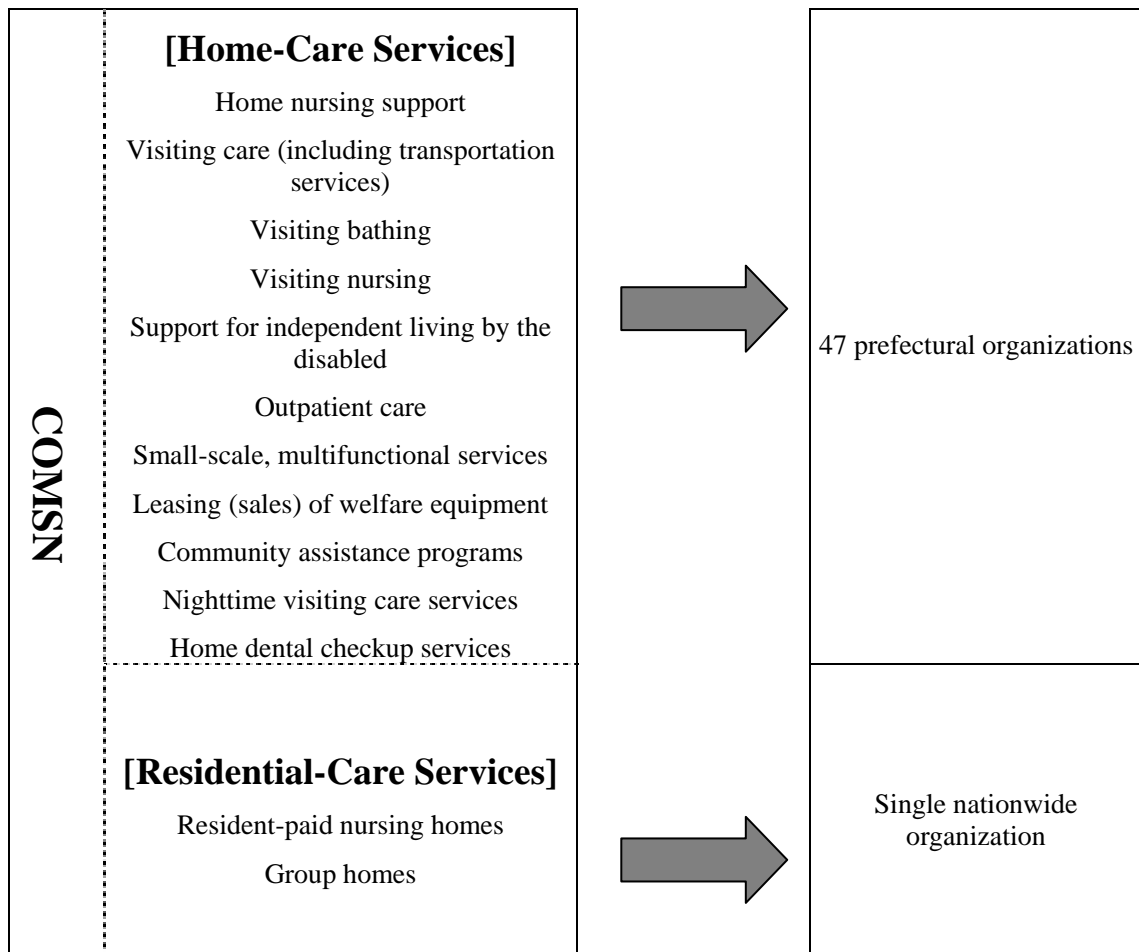
- 1 It is preferable to have a large number of nursing care services providers as candidate purchasers
- 2 A large proportion of the users of residential-care services prefer that they be split from home-care services
- 3 Public opinion and the wishes of local governments indicate that it is preferable for home-care services to be tailored to the specific needs and requirements of local communities

However, even under separate conveyance, the conveyance plan contains provisions for maintaining the rights of users and the jobs of employees in order to ensure that all services and jobs continue.

2. Outline of conveyance plan

(1) Categories used to split up operations

In principle, COMSN's operations will be split into home-care services and residential-care services, with the home-care services further split into 47 prefectural organizations.



The wishes and intentions of local governments will be respected in the selection of purchasers and the conveyance methods for the 47 prefectural organizations for home-care services.

(2) Basic concepts for the selection of purchasers

The basic guidelines for the selection of purchasers are “respect the wishes and intentions of all users and provide for the smooth and certain continuity of services” and “respect the wishes and intentions of all employees and provide for the smooth and certain continuity of jobs.” Under these guidelines, priority will be given to purchaser candidates who meet the following requirements, with the final criteria for the selection of purchasers to be formulated by a Third-Party Committee (see below).

- 1 Purchaser must be capable of providing stable services to users well into the future. In particular, purchasers of home-care services must be capable of providing 24-hour visiting care services, services to remote areas and islands, assistance for the independent living of the disabled, and all other existing services.
- 2 To protect the rights of users, purchasers of residential-care services must succeed to all terms and stipulations in contracts with users such that there is absolutely no disadvantage to users and must have the requisite financial creditworthiness to do this.
- 3 Purchasers must have proactive, rigorous legal compliance programs and must be fully aware of their social responsibilities as providers of nursing care services.
- 4 Purchasers must maintain the jobs and working conditions of all employees in the services they purchase.

(3) Method of selecting purchasers

In the selection of purchasers, the company will establish a **Third-Party Committee** to review candidate purchasers and furnish proposals to COMSN for COMSN’s final decision.

The Third-Party Committee will be comprised of the following committee members, who have been appointed by COMSN

Third-Party Committee

| | | |
|------------------|-----------------|---|
| Chair | Tsutomu Hotta | Attorney-at-Law Director, Sawayaka Law Office |
| Vice chair | Nobuo Gohara | Attorney-at-Law Professor, Law School, Toin University of Yokohama |
| Committee member | Shigeru Tanaka | Professor, Graduate School of Business Administration, Keio University |
| Committee member | Chikara Kanzawa | Certified Public Accountant Director, Kanzawa Accounting Office |
| Committee member | Satoru Osugi | Professor, Graduate School, Tokyo Metropolitan University |

(4) Schedule for determination of purchaser (tentative)

| | |
|---|---|
| July 31 (Tuesday) | Announcement of conveyance plan |
| August 1 (Wednesday) | Commencement of public offering |
| August 14 (Tuesday) | Purchase application deadline (residential-care services) |
| August 20 (Monday) | Purchase application deadline (home-care services) |
| Mid August | Third-Party Committee |
| Mid-late August | Finalization of purchaser of residential-care services |
| Late August | Third-Party Committee |
| Late August—Early September | Finalization of purchaser of home-care services |
| After purchasers are finalized, procedures for the conveyance of operations, applications for designation of offices and other administrative procedures will commence. | |

(5) Others

The Third-Party Committee has been authorized to revise the plan within the overall framework for conveyance of operations in the event of significant changes in circumstances after the announcement of the plan.

3. Continuity of user services

The following points will be emphasized in the conveyance of operations so that users continue to enjoy uninterrupted services during the conveyance process.

- 1 COMSN will continue to provide services until such time as the conveyance of individual operations is complete
- 2 Users will be provided with full explanations prior to the conveyance of operations
- 3 Full coordination will be made with local governments in order to ensure the continuity of services

End of document

We will provide disclosure of the details of the conveyance of operations as they are decided. The impact of the conveyance of operations on results has not yet been determined. We will inform you as soon as it is known.

Attachment

COMSN, Inc.

Home-Care Service Locations and Users, Broken Down by Prefecture

| Prefecture | Number of locations (As at July 1, 2007) | Number of users (As at the end of June 2007) |
|------------|---|---|
| Hokkaido | 82 | 4209 |
| Aomori | 11 | 355 |
| Iwate | 11 | 495 |
| Miyagi | 49 | 2744 |
| Akita | 10 | 505 |
| Yamagata | 19 | 1037 |
| Fukushima | 19 | 582 |
| Ibaraki | 16 | 692 |
| Tochigi | 17 | 892 |
| Gunma | 6 | 486 |
| Saitama | 55 | 3414 |
| Chiba | 63 | 3580 |
| Tokyo | 115 | 10,410 |
| Kanagawa | 39 | 3591 |
| Niigata | 22 | 1414 |
| Toyama | 8 | 487 |
| Ishikawa | 9 | 605 |
| Fukui | 8 | 332 |
| Yamanashi | 12 | 466 |
| Nagano | 24 | 1852 |
| Gifu | 13 | 511 |
| Shizuoka | 35 | 1790 |
| Aichi | 75 | 3718 |
| Mie | 8 | 559 |
| Shiga | 9 | 583 |
| Kyoto | 8 | 941 |
| Osaka | 148 | 8227 |
| Hyogo | 30 | 2329 |
| Nara | 10 | 439 |
| Wakayama | 8 | 599 |

| Prefecture | Number of locations (As at July 1, 2007) | Number of users (As at the end of June 2007) |
|------------|---|---|
| Tottori | 9 | 356 |
| Shimane | 1 | 16 |
| Okayama | 20 | 1209 |
| Hiroshima | 45 | 2150 |
| Yamaguchi | 22 | 916 |
| Tokushima | 16 | 918 |
| Kagawa | 13 | 522 |
| Ehime | 19 | 752 |
| Kochi | 9 | 468 |
| Fukuoka | 73 | 5388 |
| Saga | 19 | 718 |
| Nagasaki | 16 | 643 |
| Kumamoto | 21 | 1367 |
| Oita | 16 | 680 |
| Miyazaki | 12 | 563 |
| Kagoshima | 5 | 260 |
| Okinawa | 13 | 636 |
| Total | 1,268 | 75,406 |

* Preventative care service locations are not included in the above numbers.

COMSN, Inc.

Residential-Care Service Locations and Users

| Prefecture | Number of locations (As at July 1, 2007) | Number of users (As at the end of June 2007) |
|--|---|---|
| Designated facility residential life nursing care (Resident-paid nursing homes) | 30 | 1404 |
| Group care for the persons with senile dementia (Group homes) | 183 | 3111 |

* Preventative care service locations are not included in the above numbers.

* Two resident-paid nursing care facilities have not received designation as “designated facility residential life nursing care” and are not included in the above numbers.