



October 19, 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)
Contact: Kazuo Osako
Executive Officer and General Manager, Public
Relations & Investor Relations Department
(TEL: 03-3405-9262)

Assignment of Shares in Conjunction with Change and Subsidiaries

This is to inform you that the Board of Directors of subsidiary Goodwill Premier, Inc. (“Goodwill Premier” hereinafter), meeting on October 19, 2007, resolved to assign all shares held by the company in Crystal Care Center, Inc. (“Crystal Care Center” hereinafter) and Crystal Care Institution Center, Inc. (“Crystal Care Institution Center” hereinafter) to Elderly Care Service Co., Ltd. (“Elderly Care Service” hereinafter) and CareFirst Co., Ltd. (“CareFirst” hereinafter) and entered into a Share Assignment Agreement on the same date.

The Board of Directors of The Goodwill Group, Inc., meeting on October 19, 2007, approved the matter.

Details

1. Reason for assignment of shares (change in subsidiaries)

The Goodwill Group is in the process of divesting of its nursing care and related services and when transferring its residential and home care services studied mechanisms by which to maintain and improve benefits and satisfaction for users continuing to avail themselves of services and means of providing for the continued employment of staff. As a result of these deliberations, we approached Mr. Kaoru Mori, the representative of these companies, regarding the potential for continuity of the services through an assignment of shares. He agreed to this plan, resulting in the change in subsidiaries.

2. Profiles of assigned subsidiaries

1 Profile of Crystal Care Center

- | | |
|------------------------|--------------------------------------|
| (1) Name | Crystal Care Center, Inc. |
| (2) Representative | Kaoru Mori |
| (3) Address | 5-20-7 Yayoi-cho, Nakano-ku, Tokyo |
| (4) Established | June 15, 1998 |
| (5) Primary businesses | Home nursing care services |
| (6) Financial year | March |
| (7) Employees | 3,860 (as at the end of August 2007) |

- (8) Capital 10 million yen
 (9) Issued and outstanding shares 200 share(s)
 (10) Major shareholders and ownership ratios Goodwill Premier, Inc. 100%
 (11) Results for the most recent business year

	FYE March 2005	FYE March 2006	FYE March 2007
Revenues	5,802 million yen	7,877 million yen	7,641 million yen
Operating profits	-981 million yen	-191 million yen	150 million yen
Recurring profits	-1,002 million yen	-243 million yen	31 million yen
Net income	-709 million yen	-174 million yen	-244 million yen
Total assets	1,808 million yen	2,219 million yen	1,834 million yen
Net assets	-916 million yen	-1,090 million yen	-1,335 million yen

2 Profile of Crystal Care Institution Center

- (1) Name Crystal Care Institution Center, Inc.
 (2) Representative Kaoru Mori
 (3) Address 1435-13 Ajiroguchi, Matsubara-cho, Hikone-shi, Shiga
 (4) Established January 28, 2000
 (5) Primary businesses Institutional nursing care services
 (6) Financial year March
 (7) Employees 43 (as at the end of August 2007)
 (8) Capital 10 million yen
 (9) Issued and outstanding shares 200 share(s)
 (10) Major shareholders and ownership ratios Goodwill Premier, Inc. 100%
 (11) Results for the most recent business year

	FYE March 2005	FYE March 2006	FYE March 2007
Revenues	120 million yen	151 million yen	220 million yen
Operating profits	3 million yen	6 million yen	17 million yen
Recurring profits	6 million yen	6 million yen	16 million yen
Net income	5 million yen	4 million yen	11 million yen
Total assets	27 million yen	37 million yen	122 million yen
Net assets	-47 million yen	-42 million yen	-30 million yen

3. Assignee of shares

1 Elderly Care Service

- (1) Name Elderly Care Service Co., Ltd. (after change)
 (2) Representative Kaoru Mori (representative after change)

- (3) Head office 5-20-7 Yayoi-cho, Nakano-ku, Tokyo (head office address after change)
- (4) Capital 1 yen
- (5) Primary businesses Home nursing care services
- (6) Relationship with the company There is no capital, personnel or transactional relationship with The Goodwill Group or Goodwill Premier.

* On October 19, 2007, COMSN transferred all shares held by the company in COMSN Shiga Successor Co., Ltd. (Representative: Hiroki Katayama; Head Office: 6-10-1 Roppongi, Minato-ku, Tokyo) to Mr. Kaoru Mori for a price of 1 yen and on that date COMSN Shiga Successor Co., Ltd. changed its name to "Elderly Care Service Co., Ltd." and also changed its representative and head office location. Subsequently on the same date, Elderly Care Service was assigned shares in Crystal Care Center by Goodwill Premier.

2 CareFirst

- (1) Name CareFirst Co., Ltd. (after change)
- (2) Representative Kaoru Mori (representative after change)
- (3) Head office 5-20-7 Yayoi-cho, Nakano-ku, Tokyo (head office address after change)
- (4) Capital 1 yen
- (5) Primary businesses Institutional nursing care services
- (6) Relationship with the company There is no capital, personnel or transactional relationship with The Goodwill Group or Goodwill Premier.

* On October 19, 2007, COMSN transferred all shares held by the company in COMSN Nara Successor Co., Ltd. (Representative: Hiroki Katayama; Head Office: 6-10-1 Roppongi, Minato-ku, Tokyo) to Mr. Kaoru Mori for a price of 1 yen and on that date COMSN Nara Successor Co., Ltd. changed its name to "CareFirst Co., Ltd." and also changed its representative and head office location. Subsequently on the same date, CareFirst was assigned shares in Crystal Care Institution Center by Goodwill Premier.

4. Number of shares assigned, assignment price, holdings before and after

1 Crystal Care Center

- | | | |
|---|--------------|---|
| (1) Shares previously owned by Goodwill Premier | 200 share(s) | (Percentage ownership 100%)
(Voting rights 200 rights) |
| (2) Shares assigned | 200 share(s) | (Assignment price 200 yen)
(Voting rights 200 rights) |
| (3) Shares owned by Goodwill Premier after assignment | 0 share(s) | (Percentage ownership 0%)
(Voting rights 0 rights) |

2 Crystal Care Institution Center

- | | | |
|---|--------------|---|
| (1) Shares previously owned by Goodwill Premier | 200 share(s) | (Percentage ownership 100%)
(Voting rights 200 rights) |
| (2) Shares assigned | 200 share(s) | (Assignment price 200 yen)
(Voting rights 200 rights) |
| (3) Shares owned by Goodwill Premier after assignment | 0 share(s) | (Percentage ownership 0%)
(Voting rights 0 rights) |

5. Schedule

1 Crystal Care Center

October 19, 2007	Board of Directors resolution
October 19, 2007	Goodwill Premier Board of Directors resolution
October 19, 2007	Share assignment agreement entered into
October 19, 2007	Share assignment executed

2 Crystal Care Institution Center

October 19, 2007	Board of Directors resolution
October 19, 2007	Goodwill Premier Board of Directors resolution
October 19, 2007	Share assignment agreement entered into
October 19, 2007	Share assignment executed

6. Forecast

We will disclose the impact of this share assignment on the company's results at a later date in conjunction with other factors after calculations are finalized.

End of document

[訳注 : 1] 英語表記をご確認ください。

[訳注 : 2] 同上。

[訳注 : 3] 森氏は男性として訳出いたしました。