



December 25, 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
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Notice of Scheduled Change (Assignment) of Certain Subsidiaries and Certain Subsidiary Operations

This is to inform you that the Board of Directors, meeting on December 25, 2007, resolved to approve guidelines for proposed changes in the following 6 consolidated subsidiaries and 1 consolidated-subsubsidiary operations as part of an effort to bring greater selection and concentration to the management of the group.

Details

1. Reasons for proposed changes

The company is involved in a process of selection and concentration of group management and has determined that changes in the following consolidated subsidiaries and consolidated-subsubsidiary operations will contribute to the improvement of corporate value.

2. Subsidiaries to be change

(1) Profile of Keibi Sekou Management, Inc.

- (i) Name Keibi Sekou Management, Inc.
- (ii) Representative Toshinari Abe
- (iii) Address 6-10-1 Roppongi, Minato-ku, Tokyo
- (iv) Established June 8, 2005
- (v) Primary businesses Construction and interior finishing works, security services
- (vi) Settlement June
- (vii) Employees 313 (as at December 1, 2007)
- (viii) Capital 400 million yen
- (ix) Issued and outstanding shares 8,000 shares
- (x) Shareholders Goodwill, Inc. (100%)
- (xi) Results for the most recent business year

	FYE June 2006	FYE June 2007
Revenues	2,949 million yen	4,412 million yen
Gross profits	862 million yen	1,264 million yen

Operating profits	-51 million yen	180 million yen
Recurring profits	-55 million yen	331 million yen
Net income	-63 million yen	169 million yen
Total assets	612 million yen	1,176 million yen
Net assets	319 million yen	489 million yen
Dividend per share	0 yen	0 yen

(2) Profile of Soar Co., Ltd.

- (i) Name Soar Co., Ltd
- (ii) Representative Hideaki Kawakami
- (iii) Address 6-10-1 Roppongi, Minato-ku, Tokyo
- (iv) Established July 9, 1993
- (v) Primary businesses Sales promotion
- (vi) Settlement June
- (vii) Employees 135 (as at December 1, 2007)
- (viii) Capital 400 million yen
- (ix) Issued and outstanding shares 8,000 shares
- (x) Shareholders Goodwill, Inc. (100%)

(xi) Results for the most recent business year

	FYE June 2006	FYE June 2007
Revenues	3,202 million yen	3,089 million yen
Gross profits	830 million yen	911 million yen
Operating profits	43 million yen	94 million yen
Recurring profits	45 million yen	95 million yen
Net income	22 million yen	41 million yen
Total assets	752 million yen	846 million yen
Net assets	529 million yen	552 million yen
Dividend per share	0 yen	0 yen

(3) Profile of Adhoc Co., Ltd.

- (i) Name Adhoc Co., Ltd.
- (ii) Representative Kenji Tanaka
- (iii) Address 4-8-5 Roppongi, Minato-ku, Tokyo
- (iv) Established November 1, 1994
- (v) Primary businesses Pet spa services, pet-care condominium management
- (vi) Settlement June
- (vii) Employees 101 (as at December 1, 2007)
- (viii) Capital 450 million yen

- (ix) Issued and outstanding shares 10,800 shares
- (x) Shareholders COMSN, Inc. (100%)
- (xi) Results for the most recent business year

	FYE June 2006	FYE June 2007
Revenues	215 million yen	397 million yen
Gross profits	44 million yen	114 million yen
Operating profits	-46 million yen	14 million yen
Recurring profits	-44 million yen	14 million yen
Net income	-107 million yen	1 million yen
Total assets	232 million yen	251 million yen
Net assets	171 million yen	173 million yen
Dividend per share	0 yen	0 yen

(4) Profile of Premier Medical Care, Inc.

- (i) Name Premier Medical Care, Inc.
- (ii) Representative Masaki Obata
- (iii) Address 9-7-1 Akasaka, Minato-ku, Tokyo
- (iv) Established December 13, 2002
- (v) Primary businesses Health care and nursing care referrals
- (vi) Settlement March
- (vii) Employees 478 (as at December 1, 2007)
- (viii) Capital 150 million yen
- (ix) Issued and outstanding shares 3,000 shares
- (x) Shareholders Goodwill Premier, Inc. (100%)
- (xi) Results for the most recent business year

	FYE March 2006	FYE March 2007
Revenues	462 million yen	1,241 million yen
Gross profits	47 million yen	155 million yen
Operating profits	-22 million yen	-0 million yen
Recurring profits	-23 million yen	-4 million yen
Net income	-12 million yen	-4 million yen
Total assets	506 million yen	327 million yen
Net assets	12 million yen	75 million yen
Dividend per share	0 yen	0 yen

(5) Profile of Nikko CSS, Inc.

- (i) Name Nikko CSS, Inc.

- (ii) Representative Tomoyuki Narukawa
- (iii) Address 9-7-1 Akasaka, Minato-ku, Tokyo
- (iv) Established April 1, 1960
- (v) Primary businesses Project manager referrals
- (vi) Settlement March
- (vii) Employees 2,877 (as at December 1, 2007)
- (viii) Capital 100 million yen
- (ix) Issued and outstanding shares 200,000 shares
- (x) Shareholders Goodwill Premier, Inc. (100%)
- (xi) Results for the most recent business year

	FYE March 2006	FYE March 2007
Revenues	18,928 million yen	20,925 million yen
Gross profits	3,352 million yen	3,350 million yen
Operating profits	1,601 million yen	1,572 million yen
Recurring profits	1,609 million yen	1,601 million yen
Net income	916 million yen	1,030 million yen
Total assets	5,109 million yen	5,917 million yen
Net assets	1,484 million yen	2,513 million yen
Dividend per share	0 yen	0 yen

(6) Profile of Sanyo Nice Corporation

- (i) Name Sanyo Nice Corporation
- (ii) Representative Tomoyuki Narukawa
- (iii) Address 9-7-1 Akasaka, Minato-ku, Tokyo
- (iv) Established March 23, 1961
- (v) Primary businesses Project manager referrals
- (vi) Settlement March
- (vii) Employees 1,954 (as at December 1, 2007)
- (viii) Capital 100 million yen
- (ix) Issued and outstanding shares 190,188 shares
- (x) Shareholders Goodwill Premier, Inc. (100%)
- (xi) Results for the most recent business year

	FYE March 2006	FYE March 2007
Revenues	11,737 million yen	15,164 million yen
Gross profits	1,241 million yen	1,842 million yen
Operating profits	70 million yen	477 million yen
Recurring profits	45 million yen	496 million yen

Net income	52 million yen	253 million yen
Total assets	3,062 million yen	3,534 million yen
Net assets	743 million yen	996 million yen
Dividend per share	0 yen	0 yen

3. Subsidiary-company operation to be changed

Food Scope, Inc. theme restaurant unit

- (i) Name Food Scope, Inc.
- (ii) Representative Hideki Yamashita
- (iii) Address 1-7-11 Ebisu Nishi, Shibuya-ku, Tokyo
- (iv) Established May 21, 1998
- (v) Primary businesses Restaurant management
- (vi) Settlement June
- (vii) Employees 1,528 (as at December 1, 2007)
- * Employee figures represent total employees of Food Scope, Inc.
- (viii) Capital 495 million yen
- (ix) Issued and outstanding shares 24,299 shares
- (x) Shareholders The Goodwill Group, Inc. (100%)
- (xi) Performance of Food Scope, Inc. theme restaurant unit for the most recent business year

	FYE February 2006	FYE June 2007
Revenues	2,782 million yen	2,547 million yen
Recurring profits	-61 million yen	-66 million yen

4. Forecast

We will inform you of the nature and schedule of the changes as soon as they are finalized.

We will inform you of the impact on the company's consolidated results as soon as it is finalized.

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