



March 24, 2008

To whom it may concern:

Company: The Goodwill Group, Inc.
Representative: Shinichi Horii
Representative Director and President
(Code No. 4723 TSE 1st Section)
Contact: Tomoyuki Maeda
General Manager
Management Planning Division
Investor Relations Department
(TEL: 03-3405-9262)

On the Acquisition of Our Shares by United Technology Holdings Co., Ltd.

On March 21, 2008, United Technology Holdings Co., Ltd. (“UT” hereinafter) issued a release titled “Notice on the Acquisition of Shares of the Goodwill Group, Inc.”. In this release, UT publicly announced its acquisition of 766,594 common stocks issued by The Goodwill Group, as a premise for proposing us a capital alliance and strategic business tie-up intended to enhance the Group’s corporate values.

There is nothing to prohibit us from considering and analyzing any proposals made by UT, as it is now the largest shareholder of The Goodwill Group. We will look into the propositions in friendly terms and with a sincere attitude, and take an ample amount of time to examine.

Nevertheless, as we have stated in our release issued on March 11, 2008 under the title “Notice of Offering of Common and Preferred Stocks through Third-Party Allotment”, the entire Group is currently focused on making concerted efforts under the new management to rehabilitate its business through the financial support gained from Cerberus and Morgan Stanley consortium (“the fund partners” hereinafter).

UT’s acquisition of our shares came to our knowledge unexpectedly, without any prior negotiation whatsoever. Due to this, we cannot predict exactly what kind of impact this may have on the ongoing process that we are working together with our fund partners. Should UT continue to make any further share acquisition, it will not only cause unnecessary confusion among other shareholders and investors, but may also lead to their misunderstanding, thus preventing us to examine the proposals sufficiently.

In the light of such circumstances, we have informed UT in writing yesterday (please see the attached letter) that we will keep ourselves open and wait for new ideas to be proposed to us for subsequent examination and analysis, but will do so only under the condition that UT will no longer buy any of our shares further without our prior consent.

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March 23, 2008

Attn to:
Mr. Yoichi Wakayama
President, Representative Director & CEO
United Technology Holdings Co., Ltd.

Request in Respect of the Premise of Your Proposal

Dear Sir,
Before all, please accept my sincere wishes on your Company's continued success.

In a release dated March 21, 2008 under the title "Notice on the Acquisition of Shares of The Goodwill Group, Inc.", you publicly announced that your Company has acquired 766,594 common shares of The Goodwill Group (ratio of stock holding: 30.40%), and stated that the objective of this acquisition was "to propose The Goodwill Group a capital alliance and strategic business tie-up intended to enhance the Group's corporate values. And thus, as a premise of this proposal, we have acquired the shares issued by the Group". The release goes on to say that your Company is planning to "make a friendly and sincere offer to collaborate with The Goodwill Group as well as with the employees, creditors, labor union and other shareholders of the Group".

There is nothing to prohibit us from considering and analyzing any proposals made by your Company, as it is now the largest shareholder of The Goodwill Group. Please note that we do have the intention to look into the propositions in friendly terms and with sincere attitude, and take a good amount of time to examine.

Nevertheless, in a release we issued on March 11, 2008 under the title "Notice of Offering of Common and Preferred Stocks through Third-Party Allotment," we have stated that the entire Group is currently focused on making concerted efforts under the new management to rehabilitate its business. And as an imperative means to reinforce our financial structure and enhance our corporate values, we have decided to establish a capital alliance with the Cerberus Group and Morgan Stanley ("the fund partners" hereinafter).

Under such circumstances, your Company's recent acquisition of our shares came to our knowledge unexpectedly, without any prior notification. We must say that your approach has disabled us from examining what kind of impact this may have on our relationship with the fund partners. Any further share acquisition by your Company will not only cause unnecessary confusion among other shareholders and investors, but may also lead to their misunderstanding, thus preventing us to examine your proposals sufficiently. Therefore, please kindly note that we will keep ourselves open to the new ideas proposed to us, which we will first examine and analyze in depth, but will do so only under the condition that your Company will not buy any of our shares further in or out of the market without our prior consent

Your understanding to our request is most greatly appreciated. Looking forward to hearing your proposals.

Sincerely yours,

Shinichi Horii,
Representative Director and President
The Goodwill Group, Inc