



April 25, 2008

To whom it may concern,

Company: The Goodwill Group, Inc.
 Representative: Shinichi Horii
 Representative Director and President
 (Code No. 4723 TSE 1st Section)
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 General Manager
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Notice of Completion of Payment for Common Stock in Capital Increase by Third-Party Allotment and Change in Major Shareholders

This is to inform you that, as noted in a release entitled "Notice of Offering of Common and Preferred Stocks through Third-Party Allotment" ("the Capital Increase" hereinafter) dated March 11, 2008, payment procedures for the common stock portion of the Capital Increase were completed today. Note that the issue of Class A preferred shares is conditional upon approval of resolutions to amend the Articles of Incorporation and issue Class A preferred shares in an Extraordinary General Meeting of Shareholders to be convened near the end of May 2008. Also, as noted in a release dated March 11, 2008, Promontoria Investments I B.V. was not a shareholder in the company as at the date of record, but under the provisions of Article 124:4 of the Japanese Corporation Law the Board of Directors resolved in a meeting held today to grant voting rights to Promontoria Investments I B.V. for all resolutions at the Extraordinary General Meeting of Shareholders.

In conjunction with the Capital Increase, there have been changes in major shareholders, which are indicated below.

Details

1. Issue of new shares (common stock) by third-party allotment

(1) Issue of new shares

Class of issued stock	Common stock
Number of shares issued	500,000 shares
Amount paid in	9,000 yen per share
Total amount paid in	4.5 billion yen
Increase in capital	2.25 billion yen
Increase in capital reserves	2.25 billion yen
Assignee and number of shares assigned	Promontoria Investments I B.V. 500,000 shares of common stock

Note: Promontoria Investments I B.V. is a limited liability company established in the Netherlands by the Cerberus Group, a major US investment fund, and is operated as a consortium between Cerberus Group and affiliates of major US brokerage Morgan Stanley.

(2) Capital proceeds from the Capital Increase and total number of shares issued

	Capital	Total issued and outstanding shares
Prior to increase	32,267,710,263 yen	2,522,118.27 shares
After increase	34,517,710,263 yen	3,022,118.27 shares

2. Changes in major shareholders

(1) Background to changes

The Capital Increase has resulted in the following changes in the major shareholders of the company.

(2) Name etc. of shareholder

- 1 Name: Promontoria Investments I B. V.
- 2 Location of head office: Oude Utrechtseweg 16, 3743 KN Baarn, The Netherlands
- 3 Representative: Managing Director J.C.A. Van Beek,
Managing Director J.J. Van Vliet
- 4 Major lines of business: Investment financing
- 5 Total capital investment: 18,000 euros

(3) Shareholder's number of voting rights (number of shares owned) and percentage of total voting rights (total issued and outstanding shares)

	Number of voting rights (number of shares owned)	Percentage of voting rights of all shareholders (percentage of total issued and outstanding shares)	Major shareholders (in order)
Before	-	-	-
After	500,000 rights (500,000 shares)	16.73% (16.54%)	No. 3

* Percentage of total voting rights of all shareholders (percentage of total issued and outstanding shares) has been rounded down to the 3rd decimal place.

* A total of 35,116.27 shares (as at March 31, 2008) were excluded from total issued and outstanding shares as at April 25, 2008 because they did not carry voting rights. As a result, total voting rights were 2,987,002.

(4) Date of change

April 25, 2008

(5) Forecast

There has been no amendment to the results forecasts in conjunction with the Capital Increase. For further information on the results forecasts for FYE June 2008, refer to " Notice of Revisions to Consolidated Results Forecast and Dividend Forecast for FYE June 2008 (14th term) " disclosed on December 25, 2007.

End of document

[Reference]

Major shareholders and ownership ratios

Before (as at March 31, 2008)		After (as at April 25, 2008)	
Total issued and outstanding shares	2,522,118.27 shares	Total issued and outstanding shares	3,022,118.27 shares
United Technology Holdings Co., Ltd.	30.39%	United Technology Holdings Co., Ltd.	25.36%
Origuchi Soken YK	22.77%	Origuchi Soken YK	19.01%
Origuchi Masahiro	3.82%	Promontoria Investments I B. V.	16.54%
Jupiter Investment YK	3.52%	Origuchi Masahiro	3.19%
Morgan Stanley & Co. International PLC	1.24%	Jupiter Investment YK	2.93%
The Goodwill Group, Inc.	1.18%	Morgan Stanley & Co. International PLC	1.04%
MLI EFG Non Treaty Custody Account	0.61%	The Goodwill Group, Inc.	0.98%
Master Trust Bank of Japan, Ltd. (Trust account)	0.59%	MLI EFG Non Treaty Custody Account	0.51%
Deutsche Bank AG London 610	0.58%	Master Trust Bank of Japan, Ltd. (Trust account)	0.49%
Akifumi Jinno	0.51%	Deutsche Bank AG London 610	0.49%