

August 30, 2004

Company name: The Goodwill Group, Inc.  
(Ticker: 4723/TSE Section I)  
Representative: Masahiro Origuchi  
Representative Director & Chairman  
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### **Consideration of an Off-Balance Scheme Utilizing Development-type Securitization**

As a new direction in its institutional nursing care business, COMSN Inc., a subsidiary of The Goodwill Group, Inc., had previously planned to develop pay elderly homes (COMSN Home) and care service-equipped senior apartments (COMSN Residence) applying a scheme whereby the company acquires ownership of the corresponding assets. However, COMSN recently began consideration of a development-type securitization scheme for the two properties of COMSN Residence Kichijoji and COMSN Residence Bajikoen.

By utilizing the subject scheme, COMSN intends to realize early recovery of land purchase funds, achieve diversification of financing methods by externalizing development funds, and reduce risks associated with property ownership through off-balancing tangible assets.

The institutional nursing care market is projected to expand going forward with the backdrop of rising elderly population, and the lack of public nursing care facilities among other factors. COMSN aspires to aggressively expand operations by fully leveraging on its competitive superiority underpinned by absolute brand power and solid foundation in the area of nursing care.

In light of the consideration of subject scheme, COMSN entered into a financial advisory agreement with Nikko Citigroup Limited.

#### **Summary**

Property name: COMSN Residence Kichijoji  
Address: 943-27, Shimorenjaku, Mitaka-shi, Tokyo (block number)  
Total number of guest rooms: 240  
Ground-floor area: 11,000.21 sq. meters  
Scheduled commencement of construction: December 2004  
Scheduled completion of construction: March 2006

Property name: COMSN Residence Bajikoen  
Address: 1-22-20, Kami-Yoga, Setagaya-ku, Tokyo (residential address)  
Total number of guest rooms: 144  
Ground-floor area: 7,799.15 sq. meters  
Scheduled commencement of construction: December 2004  
Scheduled completion of construction: March 2006