

September 9, 2004

Company name: The Goodwill Group, Inc.  
(Ticker: 4723/TSE Section I)  
Representative: Masahiro Origuchi  
Representative Director & Chairman  
Contact person: Akira Kanezaki  
Managing Director, General Manager  
of Administration, Head of  
Chairman's Office  
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### **Capital Increases of a Subsidiary**

On September 9, 2004, the Board of Directors of Goodwill, Inc., a subsidiary of The Goodwill Group, Inc., resolved to implement capital increases as described herebelow. The following two capital increases are scheduled to be conducted prior to the end of October 2004.

1. Capital increase through the issuance of new shares

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|---|--|
| (1) Resolution to issue new shares                                  | September 9, 2004  |
| (2) Number of shares to be issued                                   | 90,400 shares  |
| (3) Issuance method   | Third party allotment  |
| (4) Subscribing party and the<br>number of shares subscribed        | The Goodwill Group, Inc. All shares  |
| (5) Paid-in amount  | 50,000 yen per share   |
| (6) Capitalized amount  | 50,000 yen per share   |
| (7) Capitalization after capital increase                           | 5,000,000,000 yen  |
| (8) Number of shares owned by the<br>Company after capital increase | 100,000 shares<br>(Number of shares owned by the Company<br>before the capital increase: 9,600 shares) |
| (9) Percentage owned by the Company<br>after capital increase       | 100%<br>(Percentage owned by the Company<br>before capital increase: 100%)                             |

2. Capitalization of additional paid-in capital with accompanying stock split (issuance without compensatory payment)

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|---|--------------------|
| (1) Capitalized amount  | 5,000,000,000 yen  |
| (2) Capitalization after capital increase   | 10,000,000,000 yen |
| (3) Number of shares that will increase due to stock split (without compensatory payment) |                    |
| Number of issued and outstanding shares before stock split                                | 100,000 shares     |

Number of shares to increase due to stock split	100,000 shares
Number of issued and outstanding shares after stock split	200,000 shares
Number of authorized shares after stock split	800,000 shares

(4) Terms Subject to the occurrence of 1. above.

3. Purpose

The subject capital increases are to be implemented in connection with the full-scale entry of the Company's subsidiary, Goodwill, Inc., into the human resource dispatching market. The market entry was prompted by the expanding demand for dispatching services from existing customers and the subsequent conversion of the majority of Goodwill, Inc.'s light labor subcontracting agreements to dispatch contracts.

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