

September 22, 2004

The Goodwill Group, Inc.

Representative: Representative Director and Chairman Masahiro Origuchi

(TSE 1st Section Ticker: 4723)

Contact Person: Senior Managing Director

General Manager of Administration Division and

General Manager of Chairman's Office

Akira Kanazaki

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Notice on the Capital Increase of a Subsidiary

On September 22, 2004, from the standpoint of an optimal allocation of financial resources within the group, the Board of Directors of Goodwill, Inc., a subsidiary of The Goodwill Group, Inc., has resolved to amend as follows the terms and condition of the capital increase that was approved in the Board meeting of September 9, 2004.

1. Capital increase through the issuance of new shares

(Amendments underlined)

	Before the change	After the change
(1) Resolution to issue new shares	September 9, 2004	September 9, 2004 <u>September 22, 2004</u> (amended)
(2) Number of shares to be issued	<u>90,400 shares</u>	<u>40,400 shares</u>
(3) Issuance method	Third party allotment	Third party allotment
(4) Subscribing party and the number of shares subscribed	The Goodwill Group, Inc. All shares	The Goodwill Group, Inc. All shares
(5) Paid-in amount	50,000 yen per share	50,000 yen per share
(6) Capitalized amount	50,000 yen per share	50,000 yen per share
(7) Capitalization after capital increase	<u>5,000,000,000 yen</u>	<u>2,500,000,000 yen</u>
(8) Number of shares owned by the company after capital increase	<u>100,000 shares</u> (Number of shares owned by the company before capital increase: 9,600 shares)	<u>50,000 shares</u> (Number of shares owned by the company before capital increase: 9,600 shares)
(9) Percentage owned by the company after capital increase	100% (Percentage owned by the company before capital increase: 100%)	100% (Percentage owned by the company before capital increase: 100%)

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

(Amendments underlined)

	Before the change	After the change
(1) Capitalized amount	<u>5,000,000,000 yen</u>	<u>7,500,000,000 yen</u>
(2) Capitalization after capital increase	10,000,000,000 yen	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	<u>100,000 shares</u>	<u>50,000 shares</u>
Number of shares to increase due to stock split	<u>100,000 shares</u>	<u>150,000 shares</u>
Number of issued and outstanding shares after stock split	200,000 shares	200,000 shares
Number of authorized shares after stock split	800,000 shares	800,000 shares
(4) Terms	Subject to the occurrence of 1. above	Subject to the occurrence of 1. above

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