



January 24, 2008

To whom it may concern,

Company: The Goodwill Group, Inc.
 Representative: Shinichiro Kawakami
 Representative Director and President
 (Code No. 4723 TSE 1st Section)
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Notice of Cancellation of Fixed Asset Assignment Agreement(s), Signing of New Agreement(s) and Modification of Agreement(s)

This is to inform you of modifications with respect to assignment of fixed assets held by the company first published in “Assignment of Fixed Assets” dated September 21, 2007, “Assignment of Fixed Assets (Additional)” dated October 19, 2007 and “Rescheduling of Assignment of Fixed Assets” published on December 20, 2007.

Details

1. Cancellation of Fixed Asset Assignment Agreement(s), Signing of New Agreement(s) and Modification of Agreement(s)

(1) COMSN Garden

In “Assignment of Fixed Assets” published on September 21, 2007, we announced that a real estate purchase and sale agreement had been signed with ZECS Co., Ltd. (“ZECS” hereinafter). This is to inform you that the company and ZECS have mutually agreed to cancel the agreement for the scheduled assignment of COMSN Garden properties (4 resident-paid nursing homes with nursing care services). The company subsequently decided to assign the land and building for the COMSN Garden properties to Musashi Sakura SPC.

The 4 COMSN Garden (currently “Bon Sejour Grand”) properties are managed by ZECS Community Residence Co., Ltd. (a wholly owned subsidiary of ZECS Community Co., Ltd., a subsidiary of ZECS; “ZECS Community Residence” hereinafter) and ZECS Community Residence will continue to manage them under a leasing agreement with the assignee Musashi Sakura SPC.

The price and delivery schedule for the properties are the same as under the original agreement with ZECS.

Details of assignment

Description and location of assets		Book value (As at the end of June 2007)		Assignment price	Status
Address	2-11-10 Miyamae, Suginami-ku, Tokyo	Land	1,832,791,000 yen	14,618,338,000 yen*	Resident-paid nursing home
Land area	2,812.71 sqm	Building	771,412,000 yen		“COMSN Garden Suginami Miyamae”
Floorspace	3,975.99 sqm				
Address	9-6 Nanpeidai, Shibuya-ku, Tokyo	Land	1,541,426,000 yen		Resident-paid nursing home
Land area	1,047.17 sqm	Building	462,895,000 yen		“COMSN Garden Nanpeidai”
Floorspace	2,058.56 sqm				
Address	2-11-1 Tsurumaki, Setagaya-ku, Tokyo	Land	1,876,431,000 yen		Resident-paid nursing home
Land area	2,558.00 sqm	Building	848,872,000 yen		“COMSN Garden Sakura Shinmachi”
Floorspace	3,700.26 sqm				

Address	1-3-1 Yoga, Setagaya-ku, Tokyo	Land	3,705,939,000 yen	Resident-paid nursing home “COMSN Garden Yoganomori”
Land area	6,095.39 sqm	Buildi ng	1,383,330,000 yen	
Floorspace	5977.75 sqm			

- * Includes structures within the building(s).
- * Prices rounded down to the nearest thousand yen

Profile of assignee

Name	Musashi Sakura SPC
Head office	1-1-7 Moto Akasaka, Minato-ku, Tokyo
Representative	Terumitsu Nosaka, President
Capital	100,000 yen
Primary businesses	Receipt, management and disposal of designated assets under asset liquidation plans based on the Law concerning Asset Liquidation Other operations ancillary to the liquidation of said designated assets
Relationship with the company	Capital relationships, personnel relationships, transactional relationships, affiliate status: None of the above apply.

Real Estate Purchase and Sale Agreement Musashi Sakura SPC signed:	January 10, 2008
Real Estate Purchase and Sale Agreement between the company and ZECS canceled by mutual agreement on:	January 24, 2008
Property delivery date	January 25, 2008

(2) Barrington House

In “Rescheduling of Assignment of Fixed Assets” published on December 20, 2007 we originally noted a delivery date of December 25, 2007, but in consultation with ZECS it was agreed to delay the timing of delivery because of failure to complete the clerical procedures required under the agreement, for example, determining the government and civil boundaries of the properties. It was therefore announced that delivery would be delayed by approximately 1 month beginning from the original delivery date of December 25, 2007. Procedures have still not been completed for the assets to be delivered (2 “Barrington House” resident-paid, residential-style nursing homes) and the parties have therefore agreed to extend delivery for a further 1 month.

2. Forecast

The assignee of the COMSN Garden properties has been changed, but the price and other condition are the same as under the agreement with ZECS.

With respect to the assignment of the Barrington House properties, the delivery date (schedule) has been modified, but there has been no modification of the terms and conditions of assignment.

We will inform you of the impact on the company’s consolidated results as soon as it is finalized.

End of document

(Reference)

Barrington House

1. Details of assignment

Description and location of assets		Book value (As at the end of June 2007)		Assignment price	Status
Address	1-22-23 Kami-Yoga, Setagaya-ku, Tokyo	Land	4,196,897,000 yen	21,381,662,000 yen*	Resident-paid, residential-style nursing home
Land area	7,799.15 sqm	Building	5,544,467,000 yen		“Barrington House Baji Koen”
Floorspace	17,387.91 sqm				
Address	5-3-5 Shimo Renjaku, Mitaka, Tokyo	Land	6,425,842,000 yen		Resident-paid, residential-style nursing home
Land area	11,000.21 sqm	Building	8,829,017,000 yen		“Barrington House Kichijoji”
Floorspace	29,456.73 sqm				

* Includes structures within the building(s).

* Prices rounded down to the nearest thousand yen

Profile of assignee

Name	ZECS Co., Ltd.	
Head office	1-1-7 Uchisaiwai-Cho, Chiyoda-ku, Tokyo	
Representative	Hiroyuki Hirayama, President	
Capital	5,228 million yen	
Major shareholders	Hiro Asset KK	20.48%
	Hiroyuki Hirayama	4.67%
	Tatsuya Masuda	4.32%
	Miyoko Takayama	4.17%
	Japan Trustee Service Bank, Ltd. (trust account)	3.88%
	The Chase Manhattan Bank NA London SL Omnibus Account	3.09%
	SEB AG	2.98%
	Kazuhiko Kanai	2.46%
	The Master Trust Bank of Japan, Ltd. (trust account)	2.26%
	Kenzo Nakayama	2.24%
Primary businesses	Real estate consulting services	
	Senior housing and services	
	Resorts, sporting facilities, etc.	
Relationship with the company	Capital relationships, personal relationships, transactional relationships, affiliate status:	
	None of the above apply.	