

To whom it may concern:

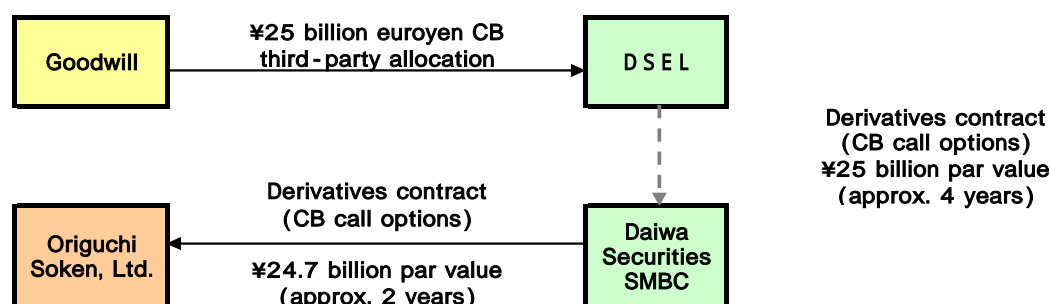
Company                   The Goodwill Group, Inc.  
 Representative         Masahiro Origuchi, Representative  
                                   Director, Chairman and CEO  
                                   (Code No. 4723, TSE 1st Section)  
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                                   and CFO  
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## Notification of Issue of Yen-Denominated Convertible Bond-Type Bond with New Share Acquisition Rights    Maturing in 2009

This is to inform you that on Friday, August 26, 2005 the Board of Directors resolved to issue a yen-denominated convertible bond-type bond with new share acquisition rights maturing in 2009 (¥25 billion) in the form of a third-party allocation to Daiwa Securities SMBC Europe Limited (DSEL).

In addition, Origuchi Soken, Ltd. (Origuchi Soken), a company for which Masahiro Origuchi, the Representative and Chairman of this company, serves as director, signed today a derivatives contract (in which Origuchi Soken acquired CB call options with an exercise period of approximately 2 years) with Daiwa Securities SMBC Co., Ltd. (Daiwa Securities SMBC). (See the attachment for details.)

We are also informed that Daiwa Securities SMBC plans to sign a derivatives contract (in which Daiwa Securities SMBC acquires CB call options with an exercise period of approximately 4 years) with DSEL.



<Purposes etc. of Fund-Raising>

The primary purposes of this fund-raising were securing the funding for upfront investments and the operating capital required as the company's business expands. Upfront investments include capital investments to achieve continued growth of the group's businesses over the medium and long terms. In particular, "COMSN" is one of the company's core businesses, and the company has prioritized the strengthening of COMSN's institutional nursing care services.

The company also intends to diversify its fund-raising by raising funds dynamically as warranted by the use of funds and market conditions. This fund-raising took the form of an issue of a convertible bond-style bond with new share acquisition rights, which enabled the company to raise funds for upfront investments at low cost and will also strengthen the company's financial position over the medium term as the bond with new share acquisition rights is converted.

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*In addition, this document does not constitute solicitation of investment in the bond in the United States or any other region. This bond cannot be placed or marketed in the United States unless registered or waived from registration under the US Securities Act of 1933. In the event that securities are placed in the United States, an English-language prospectus will be created pursuant to the US Securities Act of 1933. Note that this bond will not be placed in the United States.*

Below are the uses planned for the ¥25 billion proceeds from the issue:

- (1) Estimated construction costs for nursing care facilities for which contracts have been signed in the “COMSN” institutional nursing care services area: Total of ¥12 billion
  - 1) “COMSN Garden Sakura-shinmachi” luxury, resident-paid nursing home
  - 2) “COMSN Garden Yoga no Mori” luxury, resident-paid nursing home
  - 3) “Barrington House Kichijoji” residential community with health-care services
- (2) Funding for a new expansion and capital investment in “COMSN” institutional nursing care services: ¥8 billion
  - 1) “Group Home” community care facility for the people suffering from dementia
  - 2) “Day Service” outpatient care service
  - 3) “COMSN Home” resident-paid nursing home
  - 4) “COMSN Court” economy resident-paid nursing home
- (3) Operating capital required by the expansion of group company businesses: ¥5 billion

As noted in the recent announcement of final accounts, the company’s aggressive expansion strategy has resulted in consolidated interest-bearing debts of approximately ¥69.6 billion with a relatively high debt-equity ratio of approximately 1.9. As the company shifts towards more profit-oriented management, it is necessary to perform a fundamental overhaul of the current capital structure to enable it to make appropriate investments while eliminating factors that would constrain cash flow and avoiding a decline in earnings per share due to reduced profits on the books. In the judgment of the company, doing this will improve corporate value and ultimately contribute to the interests of shareholders.

The company will accelerate its profit growth over the medium and long terms.

#### <Highlights of Bond with New Share Acquisition Rights>

The bond with new share acquisition rights was issued as a zero-coupon bond to minimize interest costs. The terms on the New Share Acquisition Rights were set with a view to strengthening the company’s financial position by encouraging smooth conversion when share prices are rising while also taking into account the potential for dilution of earnings per share.

The basic structure of the rights revises the conversion price monthly in order to encourage conversion. For the first 2 years the conversion price floor is set at 95% of the base share price\* so that there are no discounts against prevailing market prices. This suppresses the dilution of earnings per share that would otherwise occur were conversion to take place during a period of declining share prices. During this period, Origuchi Soken, Ltd., one of the company’s major shareholders (stable shareholders) will hold CB call options that will prevent new shares added by the conversion from flowing into the market and minimize the impact on the share price.

After the third year (fourth week of September 2007), the fluctuation band for the conversion price will be widened (150% to 50% of the base share price) to encourage conversion to equity even if the share price is falling, which will result in dilution but will also make it easier for the company to strengthen its capital within the limited remaining time to maturity for the bond.

\* The base share price is the average daily closing price for ordinary trading in the company’s common stock on the Tokyo Stock Exchange between July 26, 2005 and August 25, 2005 (¥193,087).

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## Outline of the Bond with New Share Acquisition Rights

1. Name of bond The Goodwill Group, Inc. 2009 Maturity Yen-Denominated Convertible Bond-Type Bond with New Share Acquisition Rights (“the Bond with New Share Acquisition Rights” hereinafter; the bond portion alone to be referred to as “the Bond”; the rights portion alone to be referred to as “the New Share Acquisition Rights”)
2. Issuing price of the Bond 100% of the face value of the Bond (face value of each bond: ¥100 million)
3. Issuing price of the New Share Acquisition Rights Gratis
4. Pay-in date and issue date September 16, 2005
5. Placement method Entire value allocated to Daiwa Securities SMBC Europe Limited as third-party allocation
6. Matters related to the New Share Acquisition Rights
  - (1) Type and number of shares covered by the New Share Acquisition Rights
    - A. Type  
Common stock in the company
    - B. Number  
The number of shares of common stock in the company to be newly issued as a result of the exercise of the New Share Acquisition Rights and the number of shares of common stock in the company held by the company to be transferred in lieu of new issues of common stock (the terms “deliver” and “delivery” etc. shall be used hereinafter to refer to both the issue of and the transfer of common stock in the company) shall be found by dividing the total value of the exercise price of the Bond as regards to exercise claims by the conversion price noted in Row (3):2 of this heading (in the event of revisions or adjustments pursuant to Row (8) or Row (9) of this heading, the revised or adjusted conversion price). However, any fractional shares of less than one one-hundredth (1/100) of 1 share (any fractional shares in the event that the company establishes a standard trading unit in its Articles of Incorporation) generated by the exercise of the New Share Acquisition Rights shall be rounded down to the nearest share and no cash adjustments shall be provided. Any fractional shares that are an integral multiple of one one-hundredth (1/100) of one (1) share (any fractional units in the event that the company establishes a standard trading unit in its Articles of Incorporation) generated by the exercise of the New Share Acquisition Rights shall be considered fractional shares for which fractional share purchase rights under the Commercial Code have been exercised (or, in the event that the company establishes a standard trading unit in its Articles of Incorporation, fractional lot shares for which fractional lot purchase rights under the Commercial Code have been exercised) and shall be settled in cash.
  - (2) Total number of New Share Acquisition Rights The total of 250 plus the principal amount of the Bond portion divided by ¥100,000,000 for New Share Acquisition Rights issued, upon obtaining appropriate proof and compensation, to replace Bonds with New Share Acquisition Rights that are lost, stolen or destroyed
  - (3) Amount to be paid in upon exercise of each New Share Acquisition Right
    - 1) The amount to be paid in upon exercise of one (1) Stock Option shall be equivalent to the issue price of one (1) Bond.
    - 2) The price per share to be paid in upon exercise of New Share Acquisition Rights (“Conversion Price” hereinafter) shall initially be set at ¥202,742.

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| (4) | Reason for gratis issue price of New Share Acquisition Rights and rationale behind calculations of price to be paid in upon exercise         | The New Share Acquisition Rights are attached to the Convertible Bond-Type Bond with New Share Acquisition Rights and cannot be separated from the Bond. The Bond is extinguished in substitute payment when the New Share Acquisition Rights are exercised and the exercise period of the New Share Acquisition Rights is terminated in the event of accelerated redemption of the Bond. In consideration of the close interrelation between the Bond and the New Share Acquisition Rights, and in consideration of the theoretical economic value inherent in the New Share Acquisition Rights and the economic value that can be obtained by the company in light of the interest rate, issue price and other terms and conditions on the issue of the Convertible Bond-Type Bond with New Share Acquisition Rights as a result of the attachment of the New Share Acquisition Rights, the issue price for the New Share Acquisition Rights was set at gratis. In view of the fact that the Bond with New Share Acquisition Rights is a convertible bond-type bond with New Share Acquisition Rights, the price to be paid in at the time of exercise of one (1) Stock Option was set to be equivalent to the issue price of the Bond, and the initial conversion price was set at a price at least 5% higher than the average daily closing price of for ordinary trading in the company's common stock on the Tokyo Stock Exchange between July 26, 2005 and August 25, 2005 (¥193,087). |
| (5) | Amount to be included in capital from the issue price of the shares to be issued as a result of exercise of the New Share Acquisition Rights | The amount to be included in capital from the issue price of the shares to be issued as a result of exercise of the New Share Acquisition Rights shall be the amount found by multiplying the issue price by 0.5 and rounding up to the nearest ¥1.   |
| (6) | Exercise period of New Share Acquisition Rights  | The exercise period of the New Share Acquisition Rights shall be from September 20, 2005 to the end of business on September 2, 2009 (in the time zone of the place of deposition). Notwithstanding, the exercise period for the New Share Acquisition Rights: (A) shall be until the end of business (in the time zone of the place of deposition) on the business day immediately proceeding the redemption date in the event of accelerated redemption of the Bond pursuant to the provisions of Row 7:(4) 4) (A), (B) or (D); (B) shall be until documents required for accelerated redemption are submitted to the payment agent for the Bond in the event of accelerated redemption of all or any part of the Bond resulting from claims lodged by the holders of the Bond with New Share Acquisition Rights pursuant to Row 7:(4) 4) (C); (C) shall be until amortization of the Bond by the company or delivery of the Bond to the company for amortization by a subsidiary of the company in the event of purchase and amortization pursuant to Row 7:(4) 2); or (D) shall be until loss of the benefit of time in the event of loss of the benefit of time for the Bond. (Notwithstanding, in no case shall exercise of the New Share Acquisition Rights be possible after September 2, 2009.)  |
| (7) | Other conditions on the exercise of New Share Acquisition Rights   | No New Share Acquisition Right can be exercised in part.  |

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- (8) Revision of conversion price
- 1) On and after the first trading day following the third Friday of each month between October 2005 and August 2007 (including these months; this date to be referred to as the “Decision Date” for the remainder of this item) the conversion price shall be revised to a price equivalent to one hundred percent (100%) of the average daily volume-weighted average price of the common stock of the company on the Tokyo Stock Exchange for the five (5) trading days immediately preceding the Decision Date (including the Decision Date; however, days without closing prices shall be excluded; if the Decision Date is not a trading day, the five (5) days immediately preceding and including the most recent trading day prior to the Decision Date; to be referred to as the “Price Calculation Period” for the remainder of this item; the price to be calculated to the second decimal place and rounded down to the first decimal place; said price to be referred to as the “Revised Conversion Price” for the remainder of this item). In the event of Conversion Price Adjustment Events pursuant to Paragraph (9) of this row during the Price Calculation Period, the Revised Conversion Price shall be adjusted to a value deemed appropriate by the company in accordance with the terms and conditions of the Bond with New Share Acquisition Rights. Notwithstanding, if as a result of said calculations the Revised Conversion Price is less than ¥183,432.6 (to be referred to as the “Floor Conversion Price” for the remainder of this item, but subject to adjustment pursuant to Paragraph (9)), the Revised Conversion Price shall be the Floor Conversion Price; if the Revised Conversion Price is higher than ¥202,742.0 (to be referred to as the “Ceiling Conversion Price” for the remainder of this item, but subject to adjustment pursuant to Paragraph (9)), the Revised Conversion Price shall be the Ceiling Conversion Price.
  - 2) On and after the first trading day following the third Friday of each month between September 2007 and August 2009 (including these months; this date to be referred to as the “Decision Date” for the remainder of this item) the conversion price shall be revised to a price equivalent to ninety percent (90%) of the average daily volume-weighted average price of the common stock of the company on the Tokyo Stock Exchange for the five (5) trading days immediately preceding the Decision Date (including the Decision Date; however, days without closing prices shall be excluded; if the Decision Date is not a trading day, the five (5) days immediately preceding and including the most recent trading day prior to the Decision Date; to be referred to as the “Price Calculation Period” for the remainder of this item; the price to be calculated to the second decimal place and rounded down to the first decimal place; said price to be referred to as the “Revised Conversion Price” for the remainder of this item). In the event of Conversion Price Adjustment Events pursuant to Paragraph (9) of this row during the Price Calculation Period, the Revised Conversion Price shall be adjusted to a value deemed appropriate by the company in accordance with the terms and conditions of the Bond with New Share Acquisition Rights. Notwithstanding, if as a result of said calculations the Revised Conversion Price is less than ¥96,543.5 (to be referred to as the “Floor Conversion Price” for the remainder of this item, but subject to adjustment pursuant to Paragraph (9)), the Revised Conversion Price shall be the Floor Conversion Price; if the Revised Conversion Price is higher than ¥289,630.5 (to be referred to as the “Ceiling Conversion Price” for the remainder of this item, but subject to adjustment pursuant to Paragraph (9)), the Revised Conversion Price shall be the Ceiling Conversion Price.

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- (9) Adjustment of the Conversion Price      The Conversion Price shall be adjusted according to the following formula in the event that the Company issues common stock at an issue price or disposes of common stock held by the company at a disposal price below the market price for common stock in the company subsequent to the issuing of the Bond with New Share Acquisition Rights. In the following formula, “number of shares issued and outstanding” shall be construed as the total number of shares of issued and outstanding common stock in the company (excluding shares owned by the company).

$$\text{Adjusted Conversion Price} = \frac{\text{Unadjusted Conversion Price} \times \left( \frac{\text{Number of shares issued and outstanding} + \frac{\text{Number of newly issued or disposed shares} \times \text{Per-share issue or disposal price}}{\text{Market price}}}{\text{Number of issued and outstanding shares} + \text{Number of newly issued or disposed shares}} \right)}{1}$$

The Conversion Price shall also be adjusted as necessary in the event of a split or consolidation of the common stock of the company, the issue of New Share Acquisition Rights (including those attached to bonds with New Share Acquisition Rights) that enable holders to claim allocation of common stock in the company at prices below the market price for common stock in the company, and other similar events.

- (10) Amortization events and conditions for the New Share Acquisition Rights      No amortization events are defined.
- (11) Dividend calculation date for shares delivered pursuant to the exercise of New Share Acquisition Rights      1) Earnings dividends and cash distributions pursuant to Article 293-5 of the Commercial Code (interim dividends) for shares of common stock in the company delivered pursuant to the exercise of New Share Acquisition Rights shall be paid on the assumption that the shares of the common stock in the company were delivered at the start of the dividend calculation period in which falls the date on which the Stock Option exercise took effect (dividend calculation periods are currently the 6-month periods beginning June 30 (Japan time) and December 31 (Japan time)).  
2) Notwithstanding the provisions of 1) above, for surplus dividends pursuant to the Corporate Law (Law No. 86 of 2005; “the New Corporate Law” hereinafter) passed on June 29, 2005 and taking effect within 1 year and 6 months of promulgation on July 26, 2005 (including interim dividends that are defined as cash distributions pursuant to Article 454:5 of the New Corporate Law), shares of common stock in the company delivered pursuant to the exercise of New Share Acquisition Rights prior to the base date on which shareholders with rights to receive said dividends are finalized shall be treated the same as other issued and outstanding shares of common stock in the company (excluding shares of common stock in the company owned by the company) as at the base date.
- (12) Matters related to substitutional payment      In accordance with Article 341-3:1:7-8 of the Commercial Code, when holders of the Bond with New Share Acquisition Rights exercise New Share Acquisition Rights, they shall be deemed to have requested that the amount to have been paid for the exercise of said New Share Acquisition Rights be deemed to have been paid in lieu of redemption of the entire amount of the Bond associated with said New Share Acquisition Rights.

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7. Matters related to the Bond

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| (1) | Total issuing price of the Bond<br>(Total face value) | The total of ¥25 billion plus the total face value of replacement Bonds with New Share Acquisition Rights issued, upon obtaining appropriate proof and compensation, to replace Bonds with New Share Acquisition Rights that are lost, stolen or destroyed.   |
| (2) | Face value of individual Bonds                        | ¥100 million  |
| (3) | Interest rate on the Bond                             | The Bond does not pay interest.   |
| (4) | Bond redemption method and deadline                   | <ol style="list-style-type: none"><li>1) Redemption of the Bond at maturity<br/>100% of the face value of the bond shall be redeemed on September 16, 2009 (redemption deadline).</li><li>2) Purchase and amortization<br/>The company and its subsidiaries (as defined in the agency contract) may purchase the Bond with New Share Acquisition Rights at any time on the open market or by other methods. In the event that the company purchases the Bond with New Share Acquisition Rights, it may, at its discretion, amortize the bond portion of the Bond with New Share Acquisition Rights, at which time the rights portion of the Bond with New Share Acquisition Rights shall be deemed relinquished. In the event that a subsidiary of the company purchases the Bond with New Share Acquisition Rights, said subsidiary may, at its discretion, deliver the Bond with New Share Acquisition Rights to the company for amortization, at which time the rights portion of the Bond with New Share Acquisition Rights shall be deemed relinquished.</li><li>3) Compulsory redemption due to non-fulfillment of obligations etc.<br/>Benefit with respect to time shall be lost for the entire value of Bonds remaining and the Bond shall be immediately redeemed at the face value of the Bond in the event of non-fulfillment of obligations with regards to the Bond or in the case of any other event as set forth in the terms and condition for the Bond with New Share Acquisition Rights provided that the owner of the Bond with New Share Acquisition Rights ("Owner of the Bond with New Share Acquisition Rights" hereinafter) notifies the payment agent for the Bond of loss of the benefit of time with respect to the Bond in accordance with the terms and conditions for the Bond with New Share Acquisition Rights.</li><li>4) Accelerated redemption of the Bond<br/>(A) Accelerated redemption in the event that the company becomes a full subsidiary of another company<br/>In the event that the a General Meeting of Shareholders of the company resolves to become a full subsidiary of another company through a stock swap or transfer of shares, the company may, at its discretion, accelerate redemption of the full value (partial accelerated redemption not allowed) of the remaining Bonds prior to the date on which said stock swap or transfer of shares takes effect, provided that it furnishes prior notice (this notice is irrevocable) to the Owners of the Bond with New Share Acquisition Rights according to the terms and conditions of the Bond with New Share Acquisition Rights at least 30 days and no more than 60 days prior to redemption. The redemption price in such cases shall be a ratio against the face value of the Bond as shown below:<br/>From September 17, 2005 to September 16, 2006 103%<br/>From September 17, 2006 to September 16, 2007 102%<br/>From September 17, 2007 to September 16, 2008 101%<br/>From September 17, 2008 to September 15, 2009 100%</li></ol> |

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(B) Accelerated redemption under the terms and conditions of the call options

At any time on or after September 17, 2005, the company may, at its discretion, accelerate redemption of the full value (partial accelerated redemption not allowed) of the remaining Bonds provided that it furnishes prior notice (this notice is irrevocable) to the Owners of the Bond with New Share Acquisition Rights according to the terms and conditions of the Bond with New Share Acquisition Rights at least 30 days prior to redemption. The redemption price in such cases shall be 103% of the face value of the Bond.

(C) Accelerated redemption at the discretion of the Owners of the Bond with New Share Acquisition Rights

The Owners of the Bond with New Share Acquisition Rights have the right to claim, at their discretion, accelerated redemption of all or a part of the face value of the Bonds which they hold at any time on or after September 17, 2005, provided that they furnish the company with prior notice (this notice is irrevocable) according to the terms and conditions of the Bond with New Share Acquisition Rights at least 14 days prior to redemption, they indicate the Bonds for which they are claiming redemption on the standard redemption request form of the company, they fill in the date of request etc. on the request form, they sign and seal the request form, and they submit the request form, together with the Bonds with New Share Acquisition Rights for which they are claiming accelerated redemption, to the payment agent for the Bond. The Owners of the Bond with New Share Acquisition Rights for which redemption is claimed shall be deemed to have relinquished the New Share Acquisition Rights attached to the Bond at the time the Bond is redeemed.

(D) Accelerated redemption due to changes in the tax system etc.

In the event that changes etc. to the tax system of Japan result in an obligation on the company to pay additional monies based on certain clauses with regards to payments related to the Bond and the company is unable to avoid said obligations by availing itself of the reasonable means at its disposal, the company may, at its discretion, accelerate redemption of the full value (partial accelerated redemption not allowed) of the remaining Bonds provided that it furnishes prior notice (this notice is irrevocable) to the Owners of the Bond with New Share Acquisition Rights according to the terms and conditions of the Bond with New Share Acquisition Rights at least 30 days and no more than 60 days prior to redemption. The redemption price in such cases shall be the face value of the Bond. Notwithstanding, the company cannot issue said prior notification of redemption any more than 90 days prior to the earliest date on which it would incur the obligation to pay additional monies were payments made with respect to the Bond.

(5)	Form of Bond	Bearer bond with New Share Acquisition Rights
(6)	Collateral or guarantees for Bond	Does not apply.
(7)	Financial clauses	Restrictions on the establishment of collateral attached.
8.	Listed exchange	Not listed.

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<Reference>

1. Use of Proceeds

(1) Use of proceeds from this issue

The ¥24,900,000,000 in estimated net proceeds from this issue will be used primarily to fund upfront investments and to provide the operating capital required as the company's business expands. Upfront investments include capital investments to achieve continued growth of the group's businesses over the medium and long terms. In particular, "COMSN" is one of the company's core businesses, and the company has prioritized the strengthening of COMSN's institutional nursing care services.

(2) Changes in the use of the proceeds from previous fund-raising

Does not apply.

(3) Impact on results forecast

There is no change in the current results forecast.

2. Distribution of Earnings etc. to Shareholders

(1) Basic guidelines regarding distributions of earnings

The company and the members of its group consider the return of profits to shareholders to be its highest management priority, which it undertakes with the objective of providing stable dividends in accordance with profit levels while taking care to secure the stability of the company's base of operations.

(2) Use of retained earnings

Retained earnings are used to build internal systems and develop computer systems that will enable the company to accurately monitored the staffing needs of its customers and provide them with optimized personnel services, and also to provide education and training for staff within the company and to expand the business of the company.

(3) Dividend payments for the past 3 consolidated financial years

	FYE June 2003	FYE June 2004	FYE June 2005
Earnings per share	¥13,466.65	¥4,490.63	¥2,233.72
Annual dividend per share (Interim dividend per share)	¥2,000 (¥1,000)	¥2,500 (¥1,500)	¥1,500 (¥750)
Payout ratio	14.9%	55.7%	67.2%
Return on shareholders' equity	14.5%	6.7%	3.9%

Note: The company performed a 1:3 share split during the fiscal year ending June 2004. Because of this, in the annual dividend per share figures, the interim dividend shows the figure prior to the split and the year-end dividend shows the figure after the split. When translated to shares after the split, the company paid an annual dividend per share equivalent to ¥1,500.

Note: "Earnings per share" are calculated based upon the average number of issued and outstanding shares during the year. The average number of issued and outstanding shares during the year represents total issued and outstanding shares minus treasury shares.

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### 3. Others

#### (1) Information on dilution caused by potential shares

The ratio of the potential shares resulting from this financing to the total number of issued and outstanding shares as at August 25, 2005 is 19.39% assuming that the entire value of the Bond is exercised at the initial conversion price. In the event of exercise at the Ceiling Conversion Price or Floor Conversion Price approximately 2 years after issue, the ratios would be 19.39% and 21.43% respectively; at the Ceiling Conversion Price or Floor Conversion Price for the third year and beyond, 13.57% and 40.71% respectively.

Note: The ratio of potential shares is calculated by dividing the number of shares that would be issued in the event that all of the New Share Acquisition Rights for this convertible bond-type bond with new share acquisition rights are exercised at the initial conversion price, Ceiling Conversion Price or Floor Conversion Price, by the most recently available figure for the total number of issued and outstanding shares of common stock in the company (636,043 shares).

#### (2) Equity financing over the past 3 years

##### 1) Equity financing

Date	Increase in capital (x ¥1,000)	Capital after increase (x ¥1,000)	Capital reserves after increase (x ¥1,000)
February 24, 2004 (Note)	444,330	14,118,990	3,577,179

Note: Increased due to a stock swap under which COMSN, Inc. became a full subsidiary of the company.

##### 2) Share price over the past 3 fiscal years

	FYE June 2003	FYE June 2004	FYE June 2005	FYE June 2006
Open	¥404,000	¥471,000	¥280,000	¥202,000
High	¥480,000	¥877,000 *¥441,000	¥283,000	¥218,000
Low	¥330,000	¥445,000 *¥201,000	¥176,000	¥178,000
Close	¥470,000	¥284,000	¥203,000	¥196,000

- Notes: 1 Share prices prior to March 2004 are as quoted by the Japan Securities Dealers Association.  
2 Asterisk (\*) indicates price ex-rights for stock split.  
3 Share prices shown for FYE June 2006 are share prices as at August 25, 2005.

Note: This document represents an announcement to the press for general publication regarding the issuing of a convertible bond-type bond with new share acquisition rights by the company and was not created for the purpose of soliciting investments. This bond will not be placed or sold in Japan.

In addition, this document does not constitute solicitation of investment in the bond in the United States or any other region. This bond cannot be placed or marketed in the United States unless registered or waived from registration under the US Securities Act of 1933. In the event that securities are placed in the United States, an English-language prospectus will be created pursuant to the US Securities Act of 1933. Note that this bond will not be placed in the United States.

#### 4. Profile of Party Receiving Allocation

Name of party receiving allocation		Daiwa Securities SMBC Europe Limited	
Amount of allocation (value)		¥25,000,000,000	
Paid in amount		¥25,000,000,000	
Details	Address	5 King William Street, London, United Kingdom	
	Name of representative	Nobuaki Omura, Chairman & CEO	
	Capital	£109 million sterling	
	Business	Securities	
	Major shareholder	Wholly-owned subsidiary of Daiwa Securities SMBC Co., Ltd.	
Relationship with the company	Investment relationship	Shares in the company held by the party receiving allocation	-- (Note)
		Shares in the party receiving allocation held by the company	-- (Note)
	Transactional relationship		No
	Staffing relationship		No

Note: Information on capital, major shareholders and investment relationships as an August 23, 2005.

End of document

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(Attachment)

August 26, 2005

To whom it may concern:

Masahiro Origuchi, Director  
Origuchi Soken, Ltd.

This is to inform you that we have acquired the rights (CB call options) to purchase The Goodwill Group, Inc. 2009 Maturity Yen-Denominated Convertible Bond-Type Bond with New Share Acquisition Rights ("CB") under a derivative contracts signed this day with Daiwa Securities SMBC Co., Ltd.

Securities underlying the call options:	The Goodwill Group, Inc. 2009 Maturity Yen-Denominated Convertible Bond-Type Bond with New Share Acquisition Rights
Options acquired by:	Origuchi Soken, Ltd.
Amount covered:	¥24.7 billion in face value
Exercise price:	1.05 (¥105 per ¥100 face value)
Period of exercise:	From September 20, 2005 to August 24, 2007

In the event that the CB call options under this contract are exercised in full and the CBs thus acquired are exercised in full at the initial conversion price, the company will acquire 121,829 shares of common stock in The Goodwill Group, Inc. (16.44% of the total voting rights of 741,042, which is found by adding the 619,213 total voting rights as at the end of June 2005 to the 121,829 additional voting rights from conversion of the CBs).

If rights are similarly exercised at the floor conversion price during the period of exercise, the company will obtain 134,654 shares (17.86% of the total voting rights of 753,867, which is found by adding the 619,213 total voting rights as at the end of June 2005 to the 134,654 voting rights from conversion of the CBs).

<Profile of Origuchi Soken, Ltd.>

Address:	Den-en Chofu, Ota-ku, Tokyo
Representative:	Masahiro Origuchi, Director
Capital:	¥3 million
Major investors:	Masahiro Origuchi (66.67%) and family (33.33%)

End of document

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