

April 28, 2006

Ardepro Co., Ltd.

Representative: Tatsuya Akimoto, Chief Executive Officer
(Stock code: 8925, Tokyo Stock Exchange Mothers Market)
Contact: Reishi Kubo, Chief Financial Officer, Managing Director
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Notice of Private Placement of Newly Issued Shares

The Board of Directors of Ardepro Co., Ltd. approved a resolution today for the sale of newly issued shares through a private placement. Information concerning this offering is presented below.

1. Outline of new share issuance

| | |
|---|-----------------------|
| (1) New shares to be issued: | 21,339 common shares |
| (2) Issue price: | 164,000 yen per share |
| (3) Total issue amount: | 3,499,596,000 yen |
| (4) Amount credited to capital: | 82,000 yen per share |
| (5) Subscription date: | May 22, 2006 |
| (6) Payment date: | May 22, 2006 |
| (7) Dividend record date: | February 1, 2006 |
| (8) Delivery of new stock certificates: | May 22, 2006 |
| (9) Allocation destinations and number of shares: | |
| DKR Soundshore Oasis Holding Fund Ltd. | 10,975 shares |
| Terra Brains Co., Ltd. | 6,097 shares |
| BSL Corporation | 3,048 shares |
| CEDAR DKR Holding Fund Ltd. | 1,219 shares |

(10) Agreement concerning the continued ownership of new shares

We intend to obtain a pledge from the purchasers that they will provide us within information concerning the sale of any or all of the newly issued shares within two years of the date of issue of the new shares.

(11) The aforementioned items are premised on the validity of the submitted notification regarding the new share issuance based on the Securities Exchange Law.

(Note) Method for determining the issue price

To provide a basis for determining the issue price, the 182,000 yen closing price of Ardepro common share of the Tokyo Stock Exchange on April 27, 2006, the day before Ardepro directors approved the resolution to conduct this offering, was multiplied by 0.9, resulting in a reference price of 163,800 yen. Based on this price, the issue price per share was set at 164,000 yen.

2. Trend in outstanding shares following the current capital increase

| | |
|---|-----------------|
| (1) Current number of outstanding shares | 667,840 shares* |
| (2) Increase in outstanding shares from capital increase | 21,339 shares |
| (3) Number of outstanding shares following capital increase | 689,179 shares |

*The current number of outstanding shares is as of March 31, 2006. The number of shares may have increased afterward due to the exercise of stock acquisition rights.

3. Reason for capital increase and planned use of funds

(1) Reason for capital increase

As was announced on March 6, 2006 in a release titled “Notice on the Second Revision of Ardepro Group Medium-term Management Plan,” Ardepro’s goal is to become a “real estate industry innovator.”

To accomplish this goal, Ardepro is strengthening and expanding its network of branch and sales offices, conducting mergers and acquisitions, and taking other actions.

When purchasing real estate, Ardepro procures most of the required funds by taking out loans from financial institutions. However, there is a need to establish other sources of funds to purchase real estate with greater speed and flexibility and to fund mergers and acquisitions.

In addition, Ardepro believes there is a need to maintain a sound financial position by preventing a decline in its equity ratio as loans from financial institutions increase.

Due to these considerations, Ardepro decided that there was a need to procure funds from capital markets in order to support the future growth in its business operations.

Following this private placement, Ardepro estimates that its 10 largest shareholders will hold 70.41% of all shares outstanding, based on shares held as of January 31, 2006. Consequently, Ardepro believes that this placement will allow the company to receive the support of an even broader spectrum of investors.

(2) Planned use of funds

Net proceeds will be 3,484,596,000 yen, which is gross proceeds of 3,499,596,000 yen less issuing expenses of 15,000,000 yen. Ardepro plans to use these proceeds to fund mergers and acquisitions and the purchase of real estate with the aim of achieving further growth in business operations of the Ardepro Group.

(3) Impact on earnings

There is no change in the current earnings forecast.

(4) Distribution of profits to shareholders

We position the return of profits to shareholders as an important management issue, viewing it as one specific means of achieving our corporate philosophy of the “pursuit of the three forms of fulfillment (Note1).” To maximize corporate value over the long term, we will determine earnings distributions based on the need for growth-oriented investments. These investments are needed for inventories, which are essential to future growth, upgrading internal administrative systems to strengthen our operating framework, and for other requirements.

In accordance with this policy, we have established the goal of a dividend payout ratio of at least 30%. This provides a specific target as one means of translating our “three Ss (Note 2)” corporate philosophy into concrete actions.

(Note 1) The pursuit of three forms of fulfillment: economic, physical and spiritual.

(Note 2) The three Ss

- 1) CS...Customer Satisfaction
- 2) ES...Employee Satisfaction
- 3) SS...Shareholder Satisfaction

4. Past equity financing activities

(1) Outline of equity financing over the past three years

March 2004 (Initial public offering)

| | |
|--------------------|-----------------------|
| Issue date | March 18, 2004 |
| Issue price | 297,500 yen per share |
| Total issue amount | 595,000,000 yen |

May 2005 (Public offering of stock)

| | |
|--------------------|----------------------|
| Issue date | May 26, 2005 |
| Issue price | 36,933 yen per share |
| Total issue amount | 1,107,990,000 yen |

(2) Share price information during past three fiscal years and current fiscal year

| | FY7/03 | FY7/04 | FY7/05 | FY7/06 |
|---------------|--------|-------------------------------|----------------------------|-------------|
| Opening price | - | 1,400,000 yen | 420,000 yen | 67,000 yen |
| High | - | 3,630,000 yen *793,000 yen | 522,000 yen *79,200 yen | 272,000 yen |
| Low | - | 1,350,000 yen *291,000 yen | 342,000 yen *39,600 yen | 51,700 yen |
| Closing price | - | 440,000 yen | 65,700 yen | 182,000 yen |
| PER | - | 42.68 | 37.61 | - |

(Notes)

1. The Company listed its stock on the TSE Mothers Market on March 18, 2004. No share price information is available prior to that date.
2. The Company implemented a 4-for-1 stock split on June 18, 2004, and a 10-for-1 stock split on December 20, 2004. *Indicates post-split stock prices.
3. Prices for FY7/06 are current as of April 27, 2006.
4. PER is calculated by dividing the closing stock price in each fiscal year by net income per share in that fiscal year. No figures are shown for FY7/03 because Ardepro was privately owned.

5. Purchaser

| | |
|-----------------------|---|
| <Purchaser> | |
| Name: | DKR Soundshore Oasis Holding Fund Ltd. |
| Address: | 18 Church Street, Skandia House Hamilton HM11 Bermuda |
| Representative: | Brad Caswell |
| Capital: | 211,824,000,000 yen (As of April 1, 2006) |
| Main business: | Investment fund |
| <Relationship> | |
| Capital: | Not applicable. |
| Business: | Not applicable. |
| Concurrent directors: | Not applicable. |

| | | | |
|--|---|-------------------|-------------------|
| <Purchaser> | | | |
| Name: | Terra Brains Co., Ltd. | | |
| Address: | 1-13-18, Honcho, Nakano-ku, Tokyo | | |
| Representative: | Hiroko Ogiwara, President | | |
| Capital: | 98,500,000 yen (As of March 19, 2006) | | |
| Total number of shares outstanding | 800 shares | | |
| Major shareholder: | Hiroko Ogiwara 100% | | |
| Main business: | Non-life and life insurance agent, real estate transaction and leasing broker, securities investments | | |
| Recent business results and financial condition: | | FY3/04 | FY3/05 |
| | Sales | 96 million yen | 174 million yen |
| | Operating profit | 40 million yen | 3 million yen |
| | Recurring profit | 30 million yen | (7) million yen |
| | Net income | 18 million yen | (5) million yen |
| | Total assets | 1,316 million yen | 2,385 million yen |
| | Shareholders' equity | 248 million yen | 244 million yen |
| <Relationship> | | | |
| Capital: | Not applicable. | | |
| Business: | Not applicable. | | |
| Concurrent directors: | Not applicable. | | |

| | | | |
|--|---|-----------------------|-----------------------|
| <Purchaser> | | | |
| Name: | BSL Corporation | | |
| Address: | 8-10-24 Akasaka, Minato-ku, Tokyo | | |
| Representative: | Hiroyasu Takei, President and CEO | | |
| Capital: | 6,822,566,000 yen (As of September 30, 2005) | | |
| Total number of shares outstanding | 196,803,204 shares (As of September 30, 2005) | | |
| Major shareholders: | Japan Securities Finance Co., Ltd. 5.86% The Master Trust Bank of Japan, Ltd. (Trust account) 5.35% Hiroyasu Takei 4.11% (As of September 30, 2005) | | |
| Main business: | Investment business | | |
| Recent business results and financial condition: | | FY3/04 (Consolidated) | FY3/05 (Consolidated) |
| | Sales | 12,575 million yen | 16,684 million yen |
| | Operating profit | 1,226 million yen | (586) million yen |
| | Recurring profit | 1,196 million yen | (702) million yen |
| | Net income | 523 million yen | (735) million yen |
| | Total assets | 10,441 million yen | 20,119 million yen |
| | Shareholders' equity | 5,581 million yen | 8,248 million yen |

| | |
|-----------------------|-----------------|
| <Relationship> | |
| Capital: | Not applicable. |
| Business: | Not applicable. |
| Concurrent directors: | Not applicable. |

| | |
|-----------------------|---|
| <Purchaser> | |
| Name: | CEDAR DKR Holding Fund Ltd. |
| Address: | c/o Walkers SPV Limited Walker House PO Box 265GT, Mary Street George Town, Grand Cayman Cayman Islands |
| Representative: | Brad Caswell |
| Capital: | 2,118,240,000 yen (As of April 1, 2006) |
| Main business: | Investment fund |
| <Relationship> | |
| Capital: | Not applicable. |
| Business: | Not applicable. |
| Concurrent directors: | Not applicable. |

6. Composition of major shareholders following capital increase

| Ranking | Shareholders | Number of shares held | Ownership |
|---------|--|-----------------------|-----------|
| 1 | Tatsuya Akimoto | 409,240 | 59.38% |
| 2 | Japan Securities Finance Co., Ltd. | 12,495 | 1.81% |
| 3 | Japan Trustee Service Bank, Ltd. (Trust account) | 11,516 | 1.67% |
| 4 | DKR Soundshore Oasis Holding Fund Ltd. | 10,975 | 1.59% |
| 5 | State Street Bank and Trust Company 505025 | 10,490 | 1.52% |
| 6 | The Chase Manhattan Bank NA London SL Omnibus Account | 8,965 | 1.30% |
| 7 | Terra Brains Co., Ltd. | 6,097 | 0.88% |
| 8 | Goldman Sachs International | 5,885 | 0.85% |
| 9 | Barclays Bank BLC (Barclays Capital Securities SBL/BB account) | 5,059 | 0.73% |
| 10 | The Bank of New York GCM Client accounts E ISG | 4,533 | 0.66% |

(Note 1) The above figures are based on the sum of shares held by shareholders of record on January 31, 2006 and the increase in shares due to this private placement.