

New City Residence Investment Corporation

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#### For Immediate Release

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# **Notice Concerning the Additional Issue of New Investment Units and Secondary Offering**

New City Residence Investment Corporation ("NCRI" or "the Investment Corporation") today announced its decision to issue new investment units and to conduct a secondary offering. This decision was ratified at a Board of Officers meeting held on October 27, 2006. Brief details are as follows:

## 1. Primary Offering

1. Total number of units to be issued : 40,000 units (Primary offering)

Offer price : To be determined
Gross proceeds (offer price) : To be determined
Issue price : To be determined

(The issue price for new investment units shall be determined by a resolution of the Board of Officers on a date between November 14, 2006 (Tuesday) and November 16, 2006 (Thursday) ("the Offer Price")

Determination Date")

5. Gross proceeds (issue price) To be determined

6. Offer method : It shall be a primary offering in which all investment

units are acquired and underwritten by an underwriting syndicate of which Mizuho Securities Co., Ltd. and Nikko Citigroup Ltd. (hereafter, together referred to as the "Joint Lead Managers") are the joint lead managers

(hereafter, the underwriting syndicate and Joint Lead Managers collectively referred to as the "Underwriters"). Presently, the only Underwriters that have been finalized are the Joint Lead Managers.

The offer price shall provisionally be calculated by multiplying the Tokyo Stock Exchange ("TSE") closing price on the Offer Price Determination Date (the closing price on the day immediately preceding the Offer Price Determination Date in the event there is no closing price) by a factor of 0.90 to 1.00 (amounts less than ¥1 to be omitted) and subject to demand.

7. Underwriting agreement details

The Underwriters shall pay to the Investment Corporation the full underwritten proceeds (total issue price) on the payment date identified in (10) below. Underwriting fees applicable to the issue shall be the difference between the offer price and the issue price. The Investment Corporation shall not pay an underwriting commission.

8. Application unit : More than one unit in multiples of one unit

9. Application period : November 17, 2006 (Friday) through November 21,

2006 (Tuesday) inclusive.

Subject to demand, the application period shall be brought forward. The earliest application period shall be November 15, 2006 (Wednesday) through November

17, 2006 (Friday).

10. Payment date : November 27, 2006 (Monday)

Subject to demand, the payment date shall be brought forward. The earliest payment date applicable shall be

November 22, 2006 (Wednesday).

11. Delivery and settlement date : The first business day after the payment date.

12. The issue price and other matters relating to the issue of new investment units shall be determined at future meetings of the Board of Officers.

13. The aforementioned items shall be subject to the effectiveness of the securities registration statement in accordance with the Securities and Exchange Law of Japan.

## 2. Third-Party Allotment (Greenshoe Option)

1. Total number of units to be issued : 1,456 units

In accordance with Point 3. "Secondary Offering (Over-Allotment)" and for the purposes of over-allotment ("Secondary Offering (Over-Allotment)"), Mizuho Securities Co., Ltd. ("Mizuho Securities") shall borrow the Investment Corporation's investment units to a maximum limit of 1,456 units ("Borrowed Investment Units") from CB Richard Ellis Investors K.K. ("CBREI"), a unitholder of the Investment Corporation.

In connection with the aforementioned and separate to the Primary offering outlined previously, and in order to return the Borrowed Investment Units, Mizuho Securities shall be given by the Investment Corporation a purchase option of new investment units for the third-party allotment (hereafter referred to as the "Greenshoe Option") up to a maximum of 1,456 investment units. The Greenshoe Option exercise period shall be calculated from the day following the close of the application period for the primary offering and secondary offering (over-allotment) and extend for a period of 30 days thereafter (up to the immediately preceding business day in the event the 30<sup>th</sup> day is not a business day).

2. Third party : Mizuho Securities Co., Ltd.

3. Issue price : To be determined.

(The same price as for the primary offering)

4. Gross proceeds : To be determined.

5. Application period : December 25, 2006 (Monday)

("Application Date") In connection with the aforementioned "Application

period," and in accordance with the "Primary Offering" and Point 3. "Secondary Offering (Over-Allotment)," the application period shall be brought forward. The earliest application date shall be

December 19, 2006 (Tuesday).

6. Payment date : December 26, 2006 (Tuesday)

In connection with the aforementioned "Payment date," and in accordance with the "Primary Offering" and "Secondary Offering (Over-Allotment)," the application period shall be brought forward. The earliest application date shall be December 20, 2006

(Wednesday).

7. Application unit : More than one unit in multiples of one unit

9. The issue price and other matters relating to the third-party allotment shall be determined at future meetings of the Board of Officers.

- 9. In the event there are no applications during the aforementioned "Application period," the issue shall be terminated.
- 10. In the event the primary offering of new investment units is suspended, the third-party allotment shall be suspended.
- 11. The aforementioned items shall be subject to the effectiveness of the securities registration statement in accordance with the Securities and Exchange Law of Japan.

## 3. Secondary Offering (Over-Allotment)

Total number of units to be issued : 1.456 units

2. Seller Mizuho Securities Co., Ltd.

> The secondary offering (over-allotment) in connection with Mizuho Securities is subject to primary offering demand outlined in Point 1 preceding. The total number of 1,456 units is the maximum limit and may differ depending on demand. Accordingly, the number of units to be issued may be zero or less than the maximum limit. For the purpose of over-allotment, Mizuho Securities shall borrow the Investment Corporation's investment units from a company identified by the Investment Corporation. The Investment Corporation has identified "CBREI", a unitholder of the Investment Corporation, as lender of the Investment Corporation's investment units ("the Lender") to Mizuho Securities For the purpose of the over-allotment, Mizuho Securities shall borrow from CBREI up to a maximum of 1,456 units.

Offer price To be determined.

(The same price as the primary offering)

4. Gross proceeds To be determined.

5. Application period The same application period as the primary offering

Transfer date The first business day immediately following the 6.

payment date for the primary offering

7. Application unit : More than one unit in multiples of one unit

8. The offer price and other matters relating to the third-party allotment shall be determined at future meetings of the Board of Officers.

9. The aforementioned items shall be subject to the effectiveness of the securities registration statement in accordance with the Securities and Exchange Law of Japan.

#### [Reference]

Mizuho Securities plans to borrow the Investment Corporation's investment units from the Lender to be sold in the event of over-allotment to a maximum of 1,456 units ("Borrowed Investment Units"). In order to affect the return of the borrowed investment units, Mizuho Securities shall be given by the Investment Corporation a purchase option of new investment units for the Greenshoe Option up to a maximum of 1,456 investment units, outlined in 2.preceding. The Greenshoe Option application period shall be calculated from the day following the close of the application period and extend for a period of 30 days thereafter (up to the immediately preceding business day in the event the 30<sup>th</sup> day is not a business day).

In addition, Mizuho Securities may seek to purchase the Investment Corporation's investment units up to a maximum of 1,456 units (the maximum number of investment units under secondary offering [over-allotment]) through the TSE (hereafter referred to as "Syndicated Cover Transactions") in order to affect the return of the investment units borrowed from the day immediately following the end of the application period through the exercise period of the Greenshoe Option (hereafter referred to as "the Syndicated Cover Transaction Period"). Moreover, in the period between the first business day immediately following the Offer Price Determination Date through the end of the application date, Mizuho Securities may undertake a Syndicated Cover Transaction and apply the investment units acquired under it to return the Borrowed Investment Units. In the event that during the Syndicated Cover Transaction Period, Mizuho Securities decides not to undertake a Syndicated Cover Transaction, or the number of units purchased under the Syndicated Cover Transactions falls below the number of investment units to be returned under the secondary offering (over-allotment), the Syndicated Cover Transaction may be deemed to terminate.

However, Mizuho Securities may exercise the Greenshoe Option in the event the number of units purchased under the Syndicated Cover Transaction falls below the number of investment units to be returned under secondary offering (over-allotment). On the other hand, in the event the secondary offering (over-allotment) is less than the maximum, or the secondary offering (over-allotment) is suspended, and a Syndicated Cover Transaction is undertaken, Mizuho Securities shall exercise the Greenshoe Option in connection with the reduced number of investment units subject to secondary offer (over-allotment). In this case, the maximum limit of investment units to be issued under third-party allotment shall be reduced and rights shall be forfeited, or the issue itself shall not be made.

Mizuho Securities will undertake the aforementioned transaction subject to discussion with Nikko Citigroup Limited.

### 4. Total Number of Investment Units Issued after the New Issue

Number of investment units currently issued and outstanding	122,612
Number of new investment units to be issued (primary offering)	40,000
Subtotal	162,612
Number of new investment units (third-party allotment) to be issued (planned)	1,456*
Total (planned)	164,068*

Note: The number of investment units subject to third-party allotment in full.

#### **5.** Reason for Issuance (use of raised capital)

The proceeds obtained from the primary offering (21,300 million yen) and the proceeds from the third-party allotment through greenshoe option (ceiling of 800 million yen) shall primarily be assigned to the repayment of borrowings procured by the Investment Corporation to acquire now-acquired assets and the funds to acquire specified assets (the same meaning as defined in Investment Trust and Investment Corporation Law Article 2.1; hereafter, the same) including assets scheduled to be acquired.

#### 6. Distribution to Unitholders

Distribution to unitholders is determined in line with the Investment Corporation's Articles of Incorporation and its distribution policy.

#### 7. Other

- (1) Specified Purchaser Not applicable.
- (2) Restrictions on Sale and Additional Issue of Investment Units

The Investment Corporation has agreed with the Joint-Lead Managers that it will not issue additional investment units, excluding the issue of new investment units outlined in 2.preceding, subject to third-party allotment, for a period of three months after the payment date of the primary offering. The Joint-Lead Managers, at their own discretion, may delete a portion of all of the aforementioned agreements and shorten the restriction periods.

## (3) Syndicated Cover Transactions

Mizuho Securities may undertake syndicated cover transactions in connection with the primary offering and the secondary offering (over-allotment).

# (4) Equity Finance Conducted in the Past Three Years

Date	Issue Amount (Yen)	Investment Amount after Issue (Yen)	Remarks
September 27, 2004	150,000,000	150,000,000	Private placement
December 14, 2004	38,438,400,000	38,588,400,000	Public offering
January 12, 2005	768,768,000	39,357,168,000	Third-party allotment
September 13, 2005	24,968,979,000	64,326,147,000	Public offering
October 12, 2005	780,146,640	65,106,293,640	Third-party allotment

### (5) Recent Trends in Investment Unit Prices

	Fiscal Period Ending	Fiscal Period	Fiscal Period	Fiscal Period Ending
	August 31, 2005	Ending February 28,	Ending August 31,	February 28, 2007
	(Yen)	2006	2006	(Yen)
		(Yen)	(Yen)	
Opening	570,000	570,000	539,000	503,000
High	687,000	610,000	576,000	565,000
Low	561,000	497,000	490,000	497,000
Closing	570,000	539,000	503,000	551,000

#### Notes:

Investment unit price data for the fiscal period ending February 28, 2007 relates to the investment unit price as of October 26, 2006.

- This document is released to media organizations through the "Kabuto Club" (the press club of the Tokyo Stock Exchange), the Ministry of Land, Infrastructure and Transport Press Club, and the Press Club for the Ministry of Land, Infrastructure and Transport Construction Paper.
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