

[Translation]

November 8. 2007

To whom it may concern:

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Notice Concerning Partial Amendments to the Investment Trust Fund Management Company's Investment Guidelines and Related-Party Transaction Guidelines

eASSET Investment Corporation ("the Investment Corporation") today announced that the Board of Directors of Asset Realty Managers Co., Ltd. ("the Asset Management Company") held a meeting today and made a decision to partially amend its internal rules, namely the Investment Guidelines and the Related-party Transaction Guidelines. The Investment Corporation outsources its asset management to the Asset Management Company.

These amendments are made so that the Asset Management Company can more flexibly respond to various conditions in the increasingly fluctuating real estate market, achieve medium-and long-term steady growth of the Investment Corporation's operating assets and secure stable earnings and profits. Overview of and the reasons for the amendments are as follows.

1. Principal Amendments to the Investment Guidelines: Overview and Reasons

(1) Investment Policy by Type of Use

Policies on the entire portfolio and investment allocation have been comprehensively reviewed for improvements. In more specific terms, the Investment Corporation redefines principal areas of its investments to be office buildings and retail properties, with residential properties recognized as a complementary investment target. Amendments based on this approach will enable the Investment Corporation to upgrade the quality of its property portfolio.

(2) Allocation Policy

With the aim of improving the quality of its property portfolio and achieving steady portfolio growth through efficient and effective acquisitions of competitive properties, the Investment Corporation sets numerical allocation-rate targets for office buildings and retail properties and at the same time, abolishes the allocation policy by geographic area.



(3) Tenant Concentration for the Entire Portfolio

In order to more comprehensively consider and judge end-tenants' creditworthiness, the Investment Corporation eliminates the numerical standard.

(4) Introduction of Sales-Linked Rent System

The numerical standard is eliminated in order to more comprehensively consider end-tenants' creditworthiness and market conditions, as well as to more efficiently and flexibly maximize the Investment Corporation's revenues and profits.

(5) Review of Investment Policies on the Entire Portfolio

Changes are made in accordance with the review of the allocation policy. Certain expressions are also changed or added in order to allow the Investment Corporation to respond to such situations wherein regulations and limitations concerning investments in overseas real estate are reviewed and eased accordingly.

(6) Investment Amount per Investment Asset

In order to allow the Investment Corporation to invest in properties of a larger scale, improve the quality of its property portfolio and facilitate more efficient operations, target figures for investment amount per investment asset are redefined uniformly by eliminating the classification of type of use.

(7) Indicators Used in Investment Decision-making

Changes are made in accordance with the review of the allocation policy. Moreover, the Investment Corporation expects productive working-level effects from synchronizing the review of indicators used in investment decision-making with its investment plans for each fiscal period.

2. Principal Amendment to the Related-Party Transaction Guidelines: Overview and Reasons

Acquisition of Specified Assets from Related Parties

Changes are made in order to allow the Investment Corporation to increase opportunities for more agile and flexible property acquisitions, achieve steady portfolio growth and secure stable revenues and profits, amid operating conditions in the real estate market where competition continues intensifying for acquisitions of prime properties. Also, the fact that unofficial investigated value may be used in related-party transactions in place of official real-estate appraisal value is clearly stated after the amendment.

3. Date of Amendments

November 8, 2007

Attachments

Attachment 1: Investment Guidelines (Table of Comparison)

Attachment 2: Related-Party Transaction Guidelines (Table of Comparison)



Investment Guidelines (Table of Comparison)

(Underlined portions indicate changes.)

After Amendment Before Amendment

Chapter 3 Policies on Investment and Management Paragraph 1 Policies on the Entire Portfolio

Article 10 Investment Policy by Type of Use

In accordance with the Basic Allocation Policy described under Article 9, the Investment Corporation shall make investment decisions with due consideration given to the following factors concerning each type of assets.

- The Investment Corporation shall acquire office buildings—its principal investment allocation targets—located in various geographic areas, while acquiring selected office buildings in favorable geographic areas that offset obsolescence in building facilities.
- 2. When investing in retail properties as its principal investment allocation targets, the Investment Corporation shall carefully select type of business conducted by tenants and geographic areas where target buildings are located and make investments taking into consideration factors unique to each property, while leveraging investment-related best practices to minimize risks.
- 3. When investing in residential properties <u>as its complementary investment allocation targets</u>, the Investment Corporation shall make investment decisions based on the market analysis of characteristics of residents and locations and acquire such properties that have high quality as residences.

Article 11 Allocation Policy

In accordance with the policies stipulated under Articles 9 and 10, above, the Investment Corporation shall adhere to the following investment allocation policies by type of use.

Allocation policy by type of use

| · · · · · · · · · · · · · · · · · · · | |
|---------------------------------------|------------------------------|
| Type of use | Target allocation rate range |
| Office buildings | <u>10 to 80%</u> |
| Retail properties | <u>10 to 80%</u> |
| Residential properties | <u>0 to 20%</u> |

"Target allocation rate range" is defined as the permissible spread for actual allocation rates, and the Asset Management Company shall make efforts to have the actual allocation rate stay within such range. Allocation rate by type of use is calculated as the ratio of the total appraisal value of each type of real estate and securities backed by real estate to the total appraisal value of real estate and securities backed by real estate as of the end of each fiscal period.

Article 10 Investment Policy by Type of Use

In accordance with the Basic Allocation Policy stipulated under Article 9, above, the Investment Corporation shall make investment decisions with due consideration given to the following factors concerning each type of assets.

- The Investment Corporation shall acquire office buildings—its principal investment allocation targets—located in various geographic areas, while acquiring selected office buildings in favorable geographic areas that offset obsolescence in building facilities.
- When investing in retail properties, the Investment Corporation shall carefully select type of business conducted by tenants and geographic areas where target buildings are located and make investments taking into consideration factors unique to each property, while leveraging investment-related best practices to minimize risks.
- When investing in residential properties, the Investment Corporation shall make investment decisions based on the market analysis of characteristics of residents and locations and acquire such properties that have high quality as residences.

Article 11 Allocation Policy

1. In accordance with the policies stipulated under Articles 9 and 10, above, the Investment Corporation shall adhere to the following investment allocation policies by type of use and geographic area.

(1) Allocation policy by type of use

| Type of use | Target allocation rate (Target allocation rate range) | Minimum allocation | Maximum allocation |
|------------------------|---|-----------------------|--------------------|
| Office buildings | 40% (±15%) | <u>10%</u> | <u>70%</u> |
| Retail properties | 40% (±15%) | <u>10%</u> | <u>70%</u> |
| Residential properties | 20% (±15%) | <u>5%</u> | <u>50%</u> |

* "Target allocation rate" is defined as the allocation rate that the Asset Management Company seeks. Allocation rate by type of use is calculated as the ratio of the total appraisal value of each type of real estate and securities backed by real estate to the total appraisal value of real estate and securities backed by real estate as of the end of each fiscal period.

"Target allocation rate range" is defined as the



* The ratio of the investment amount by type of use is calculated using the total appraisal value. In such ratio calculation, appraisal value at the end of each fiscal period is used for the Investment Corporation's existing portfolio properties, while appraisal value obtained upon acquisition are used for new portfolio properties that are acquired during each fiscal period.

(Deleted)

(Deleted)

Article 12 Tenant Concentration for the Entire Portfolio (Deleted)

Article 12-2 Introduction of Sales-linked Rent System To secure opportunities to increase revenues, the Investment Corporation may introduce a sales-linked rent system to certain retail properties. In such an event, the Investment Corporation shall take into consideration the characteristics of the applicable retail properties and end-tenants before entering into any agreement.

Article 14 Review of Investment Policies on the Entire Portfolio

The Investment Corporation shall review policies on the

permissible spread from target allocation rate. The Asset Management Company makes efforts to have the actual allocation rate stay within such range. Although the actual allocation rate can exceed the target allocation rate range due to fluctuations in the Investment Corporation's financial standing and conditions in the general and real-estate market, it shall not exceed the minimum or maximum allocation rates.

* The ratio of the investment amount by type of use is calculated using the total appraisal value. In such ratio calculation, appraisal value at the end of each fiscal period is used for the Investment Corporation's existing portfolio properties, while appraisal value obtained upon acquisition is used for new portfolio properties that are acquired during each fiscal period.

(2) Allocation policy by geographic area

| <u>Geographic</u> <u>area</u> | <u>Definition</u> | <u>Target allocation</u> <u>rate</u> |
|--|---------------------------------------|---|
| <u>Tokyo</u> <u>Metropolitan</u> <u>Area</u> | Tokyo, Kanagawa, Chiba and Saitama | 60% or more |
| Other regions | Regions other than the above | 40% or less |

- * "Target allocation rate" is defined as the allocation rate that the Asset Management Company seeks. Allocation rate by geographic area is calculated as the ratio of the total appraisal value of both real estate and securities backed by real estate for each of the defined geographic areas to the total appraisal value of real estate and securities backed by real estate as of the end of each fiscal period.
- 2. The Investment Corporation must, in principle, adhere to the Allocation Policy stipulated under Article 11-1 in all of its investment activities.

Article 12 Tenant Concentration for the Entire Portfolio
The total rental revenues from an end-tenant, regardless of
the number of properties involved, must be, in principle,
below 20% of the total rental revenues from the entire
portfolio. The rental revenues herein shall not include
revenues based on common service charges, parking charges,
warehouse use charges and other similar fees.

Article 12-2 Introduction of Sales-Linked Rent System To secure opportunities to increase revenues, the Investment Corporation may introduce a sales-linked rent system to certain retail properties. In such an event, the Investment Corporation shall take into consideration the characteristics of the applicable retail properties and end-tenants before entering into any agreement. The total leased floor area affected by the rent system, however, shall be 10% or less of the total leasable floor area for the entire portfolio.

Article 14 Review of Investment Policies on the Entire Portfolio Generally speaking, an increase of the total portfolio value



entire portfolio on an as-required basis in line with its risk tolerance improvements and changes in the economic and market conditions. Necessary changes may be made to these policies after such review in an appropriate manner, on the condition that the Investment Corporation has in place formidable structures and systems concerning investment activities, risk management and compliance. In such situations that regulations and limitations concerning investments in overseas real estate are reviewed and eased accordingly. the Investment Corporation shall conduct deliberations with relevant organizations to review and improve its portfolio in an appropriate manner.

improves an investment corporation's risk tolerance due to a certain scale of securable profits. Based on this rationale, the Investment Corporation shall review certain policies stipulated under the Investment Guidelines with every ¥50 billion addition to its total portfolio value of ¥100 billion as a base. Such policies include: (1) the allocation policy by type of use and geographic area, stipulated under Article 11; (2) the minimum investment amount per investment asset, stipulated under Article 18; (3) policy concerning acquisition of properties including those under development, stipulated under Article 21; and (4) policy concerning interest-bearing debt ratio and limit, stipulated under Article 41. Necessary changes must be made to these policies after such review in an appropriate manner, on the condition that: (1) the Investment Corporation has in place formidable structures and systems concerning investment activities, management and compliance; and (2) the Investment deliberations Corporation conducts with relevant organizations.

Paragraph 2 Acquisition Policy

Article 18 Investment Amount per Investment Asset

1. The minimum investment amount per investment asset shall be, in principle, ¥2.0 billion.

* The investment amount in the table above represents the acquisition price excluding related acquisition costs, such as consumption tax and trust creation fees.

(Deleted)

(Deleted)

Article 20 Indicators Used in Investment Decision-making

- 1. (Omitted)
- Indicators used in the Investment Corporation's investment decision-making shall be established with due consideration given to interest-rate fluctuations and other changes in economic conditions as well as to

Article 18 Investment Amount per Investment Asset

1. The minimum investment amount per investment asset by type of use and geographic area is as follows.

| by type of use and geographic area is as follows. | | | | |
|---|----------------------------|-----------------|--|--|
| | Investment amount | | | |
| | Tokyo Metropolitan Area | Other regions | | |
| Office buildings | ¥2.0 billion or | ¥1.0 billion or | | |
| | <u>more</u> | <u>more</u> | | |
| Retail properties | ¥2.0 billion or | ¥1.0 billion or | | |
| | <u>more</u> | <u>more</u> | | |
| <u>Residential</u> | ¥0.5 billion or | ¥0.5 billion or | | |
| <u>properties</u> | <u>more</u> | <u>more</u> | | |

- * The investment amount in the table above represents the acquisition price excluding related acquisition costs, such as consumption tax and trust creation fees.
- 2. In principle, the investment amount per investment asset shall be one-third or less of the total portfolio value at the time of the investment. "The total portfolio value at the time of the investment" refers to the aggregate amount of: (1) the total appraisal value of portfolio properties that the Investment Corporation acquired before the current fiscal period; (2) the total acquisition price for portfolio properties that the Investment Corporation acquired during the current fiscal period (excluding related acquisition costs); and (3) the investment amount relating to the investment (excluding related acquisition costs).
- 3. (Omitted)

Article 20 Indicators Used in Investment Decision-making

- (Omitted)
- 2. Indicators used in the Investment Corporation's investment decision-making shall be established with due consideration given to interest-rate fluctuations and other changes in economic conditions as well as to



- changes in investment corporations' capital policies in line with capital market fluctuations. In addition, the Investment Corporation shall establish these indicators for each type of use by taking into consideration the pre-depreciation capitalization rate, post-depreciation capitalization rate and capitalization rate based on the discounted cash flow (DCF) method.
- 3. Indicators used in the Investment Corporation's investment decision-making shall be <u>regularly</u> reviewed for adequacy <u>in accordance with investment plans for each fiscal period</u>.
- changes in investment corporations' capital policies in line with capital market fluctuations. In addition, the Investment Corporation shall establish these indicators for each type of use and geographic area by taking into consideration the pre-depreciation capitalization rate, post-depreciation capitalization rate and capitalization rate based on the discounted cash flow (DCF) method.
- Indicators used in the Investment Corporation's investment decision-making shall be reviewed for adequacy by the Portfolio Committee every three months.



Related-Party Transaction Guidelines (Table of Comparison)

(Underlined portions indicate changes.)

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(Standards of Practice for Related-party Transactions)
Article 3

In transactions (defined below) with related parties defined under Article 2, the Investment Corporation shall closely observe the following standards of practice.

- Acquisition of specified assets, as defined under Article 2 of the Law Concerning Investment Trusts and Investment Corporations ("the Investment Trust Law") and Article 3 of the Enforcement Order for the Investment Trust Law ("the Investment Trust Law Enforcement Order"), from related parties
 - (1) Specified assets under the category of investment assets (real estate, leasehold rights and surface rights relating to real estate and trust beneficial interests in real estate, land leasehold and surface rights, hereinafter "the Investment Assets") The acquisition price for a property (equivalent to the amount described in the applicable transaction agreement and excluding consumption tax, local consumption tax and other related acquisition costs) must be less than 110% of the property's appraisal value (including unofficial investigated value, hereinafter "the Appraisal Value") provided by an independent appraiser who has not served as a director, employee or advisor of related parties over the immediate past five years ("the Independent Appraiser").

(The rest omitted)

Before Amendment

(Standards of Practice for Related-party Transactions) Article 3

In transactions (defined below) with related parties defined under Article 2, the Investment Corporation shall closely observe the following standards of practice.

- 1. Acquisition of specified assets, as defined under Article 2 of the Law Concerning Investment Trusts and Investment Corporations ("the Investment Trust Law") and Article 3 of the Enforcement Order for the Investment Trust Law ("the Investment Trust Law Enforcement Order"), from related parties
 - (1) Specified assets under the category of investment assets (real estate, leasehold rights and surface rights relating to real estate and trust beneficial interests in real estate, land leasehold and surface rights, hereinafter "the Investment Assets")

 The acquisition price for a property (equivalent to the amount described in the applicable transaction agreement and excluding consumption tax, local consumption tax and other related acquisition costs) must be less than the property's appraisal value provided by an independent appraiser who has not served as a director, employee or advisor of related parties over the immediate past five years ("the Independent Appraiser").

(The rest omitted)