

December 11, 2008

To All Concerned Parties

REIT Issuer:
Kenedix Realty Investment Corporation
2-2-9 Shimbashi, Minato-ku, Tokyo
Taisuke Miyajima, Executive Director
(Securities Code: 8972)

Asset Management Company:
Kenedix REIT Management, Inc.
Taisuke Miyajima, CEO and President

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**Notice Concerning Changes to the Articles of Incorporation
and Appointment of Directors**

Kenedix Realty Investment Corporation (“the Investment Corporation”) announced that its Board of Directors held a meeting today to resolve on changes to its Articles of Incorporation and the appointment of new directors. As announced in the *Nihon Keizai Shimbun* on November 21, 2008, the Investment Corporation plans to hold its Fourth General Meeting of Unitholders on January 22, 2009.

The aforementioned resolutions shall take effect upon approval by the General Meeting of Unitholders. Details of the resolutions are provided below.

1. Changes to the Articles of Incorporation

Reasons for the changes are as follows:

- (1) Corrections shall be made to sentences of referenced Articles and necessary terminology, etc. in line with the adjustments or revisions made to the Law Concerning Investment Trusts and Investment Corporations (Law No. 198 of 1951), the Financial Instruments and Exchange Law (Law No. 25 of 1948), as well as other laws and ordinances that concern investment corporations and asset management companies as a result of the enforcement of the Law for Amending the Securities and Exchange Law and Other Financial Laws (Law No. 65 of 2006) and the “Law for Abolishing and Amending the Related Laws to Implement the Law for Amending the Securities and Exchange Law and Other Financial Laws” (Law No. 66 of 2006).
- (2) The transitional provisions for enabling the issuance of short-term investment corporation bonds, as a result of the previous changes made to the Articles of Incorporation, shall be erased.
- (3) Relevant Articles shall be erased in line with the abolishment of exception provisions for cases when purchasing all of the preferred investment securities of a special purpose company, in accordance with the deletion of the paragraphs after Article 67-15 Paragraph 9 of the Special Taxation Measures Law as a result of the tax system revisions of 2007.
- (4) Due to the amendments made to the definitions of a lender, whose fulfillment is one of the requirements for investment corporations to receive special taxation measures, in accordance with the amendments of the Enforcement Order of the Special Taxation Measures Law, the relevant definitions shall be amended.
- (5) Corrections shall be made to the necessary terminology, etc., in order to respond to the so-called digitalization of investment units due to the enforcement of the Law for Partial Amendments to the Law Concerning Book-Entry Transfer of Corporate Bonds and Other Securities for the Purpose of Streamlining the Settlement of Trades of Stocks and Other Securities (Law No. 88 of 2004).
- (6) Other minor changes, such as typographical error correction, standardization of terminology and clarification of definitions shall also be implemented.

For more details regarding the changes to the Articles of Incorporation, please refer to the “Notice of the Fourth General Meeting of Unitholders.”

2. Appointment of Directors

Reasons for proposal of new directors are as follows:

- (1) This is to request an appointment of 1 executive director as of February 1, 2009 since Executive Director Taisuke Miyajima's term of office expires on January 31, 2009.
- (2) In order to avoid the case of having fewer executive directors than that designated by relevant regulatory requirements, one non-statutory executive director shall be appointed.
- (3) This is to request an appointment of 2 supervisory directors as of February 1, 2009 since Supervisory Directors Kimio Kodama and Shiro Toba's term of office expires on January 31, 2009.

For more details regarding the appointment of directors, please refer to the "Notice of the Fourth General Meeting of Unitholders."

Fourth General Meeting of Unitholders Schedule

December 11, 2008	The Board of Directors' approval for resolutions to be submitted to the General Meeting of Unitholders
January 6, 2009 (tentative)	Delivery of the Notice of the Fourth General Meeting of Unitholders
January 22, 2009 (tentative)	Fourth General Meeting of Unitholders

【Attachment】 Notice Concerning the Fourth General Meeting of Unitholders

This notice is the English translation of the Japanese announcement on our Web site released on December 11, 2008. However, no assurance or warranties are given for the completeness or accuracy of this English translation.

January 6, 2009

To Our Investors

Taisuke Miyajima
Executive Director
Kenedix Realty Investment Corporation
2-2-9 Shimbashi, Minato-ku, Tokyo

Notice Concerning the Fourth General Meeting of Unitholders

You are cordially invited to attend the Fourth General Meeting of Unitholders of Kenedix Realty Investment Corporation. The Meeting will be held as described below.

If you are unable to attend the Meeting, you can exercise your voting rights in writing. Please review the “Reference Documents for the Fourth General Meeting of Unitholders” mentioned below, vote on the proposals in the enclosed Voting Rights Exercise Form, and return it by no later than 5:00 p.m. January 21, 2009 (Wednesday).

In addition, the Investment Corporation established the provision of “deemed approval” in Article 15 of the current Articles of Incorporation pursuant to Article 93.1, of the Investment Trust and Investment Corporation Law.

Accordingly, if you are unable to attend the Meeting and are unable to vote using the Voting Rights Exercise Form, please be aware that you will be deemed as having attended and approved each agenda.

(Excerpt from the Investment Corporation’s Current Articles of Incorporation)

Article 15 (Deemed Approval)

1. Unitholder non-attendance at the General Meeting of Unitholders and non-voting shall be deemed as unitholder approval of agenda items submitted to the General Meeting of Unitholders (when multiple agenda items have been submitted, if any are contradictory, said agenda items shall be omitted).
2. The unitholder votes deemed as having approved agenda items according to the preceding paragraph will be added to the votes cast by attending unitholders.

- 1. Date and Time** 10:00 a.m., January 22, 2009 (Thursday,)
2. Place Koku Kaikan, 7F, 1-18-1, Shimbashi, Minato-ku, Tokyo
(Please refer to the map at the end of this notice for directions)

3. Agenda of the Meeting

Resolution Agendas:

- Agenda No. 1:** Changes to the Articles of Incorporation
Agenda No. 2: Election of One (1) Executive Director
Agenda No. 3: Election of One (1) Non-Statutory Executive Director
Agenda No. 4: Election of Two (2) Supervisory Directors
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(Requests)

- For those attending the meeting, please present the enclosed Voting Rights Exercise Form at the reception desk.

- For those voting by proxy, a unitholder can vote by having another individual unitholder who holds voting rights attend the General Meeting of Unitholders and act as proxy. In that case, please submit a Power of Representation Form and a Voting Rights Exercise Form at the reception desk.
- Method of Revising the Reference Materials of the General Meeting of Unitholders
When it is necessary to revise agendas contained in the Reference Materials of the General Meeting of Unitholders, we will post the revisions on the Investment Corporation's website (<http://www.kdx-reit.com/>).
- After the General Meeting of Unitholders, Kenedix REIT Management, Inc., the Investment Corporation's asset management company, plans to present the Asset Management Status Briefing.

Reference Material for the General Meeting of Unitholders

Agenda and Reference Items

Agenda No. 1: Changes to the Articles of Incorporation

1. Reasons for the Changes

- (1) Corrections shall be made to sentences of referenced Articles and necessary terminology, etc. in line with the adjustments or revisions made to the Law Concerning Investment Trusts and Investment Corporations (Law No. 198 of 1951), the Financial Instruments and Exchange Law (Law No. 25 of 1948), as well as other laws and ordinances that concern investment corporations and asset management companies as a result of the enforcement of the Law for Amending the Securities and Exchange Law and Other Financial Laws (Law No. 65 of 2006) and the “Law for Abolishing and Amending the Related Laws to Implement the Law for Amending the Securities and Exchange Law and Other Financial Laws” (Law No. 66 of 2006).
- (2) The transitional provisions for enabling the issuance of short-term investment corporation bonds, as a result of the previous changes made to the Articles of Incorporation, shall be erased.
- (3) Relevant Articles shall be erased in line with the abolishment of exception provisions for cases when purchasing all of the preferred investment securities of a special purpose company, in accordance with the deletion of the paragraphs after Article 67-15 Paragraph 9 of the Special Taxation Measures Law as a result of the tax system revisions of 2007.
- (4) Due to the amendments made to the definitions of a lender, whose fulfillment is one of the requirements for investment corporations to receive special taxation measures, in accordance with the amendments of the Enforcement Order of the Special Taxation Measures Law, the relevant definitions shall be amended.
- (5) Corrections shall be made to the necessary terminology, etc., in order to respond to the so-called digitalization of investment units due to the enforcement of the Law for Partial Amendments to the Law Concerning Book-Entry Transfer of Corporate Bonds and Other Securities for the Purpose of Streamlining the Settlement of Trades of Stocks and Other Securities (Law No. 88 of 2004).
- (6) Other minor changes, such as typographical error correction, standardization of terminology and clarification of definitions shall also be implemented.

2. Details of the Amendments

Details of the amendments are as follows. (Underlined parts are amended.)

Current Articles of Incorporation	Proposed Amendments
CHAPTER 2 – INVESTMENT UNITS	CHAPTER 2 – INVESTMENT UNITS
Article 6 (Handling of Investment Units) <u>The type of investment unit certificates registered by the</u> Investment Corporation, the entry or registration of the unitholders’ register <u>(includes the register for the</u> <u>beneficial unitholders [hereafter, “beneficial unitholder</u>	Article 6 (Handling of Investment Units) Regarding <u>entering or registering onto</u> the Investment Corporation’s unitholders <u>register, the exercising of</u> <u>rights by unitholders</u> and other handling procedures and fees, are based on regulatory requirements or the Articles

Current Articles of Incorporation	Proposed Amendments
<p><u>register”)</u> defined under the securities storage transfer system (hereafter, “beneficial unitholders”; the same shall apply hereafter), the re-issuance of investment unit certificates and other procedures and/or fees are based on regulatory requirements or the Articles of Incorporation, and rules for the handling of investment units are provided by the Board of Directors.</p> <p>Article 8 (Refund of Investment Units at Unitholder Request) The Investment Corporation will not refund investment units at the request of unitholders <u>(including beneficial unitholders; the same shall apply hereafter)</u>.</p> <p style="text-align: center;">CHAPTER 3 – GENERAL MEETING OF UNITHOLDERS</p> <p>Article 9 (Convocation)</p> <ol style="list-style-type: none"> 1. (Details Omitted) 2. (Details Omitted) 3. In order to convene the General Meeting of Unitholders, the date of the General Meeting of Unitholders <u>shall be announced</u> two months prior to the date of the General Meeting of Unitholders and each unitholder <u>shall be notified</u> in writing two weeks prior to the date of said General Meeting of Unitholders. However, if unitholders unanimously agree that they can exercise their voting rights at the General Meeting, convocation procedures are not then required. <p>Article 16 (Date of Record)</p> <ol style="list-style-type: none"> 1. When the day of the General Meeting of Unitholders falls within three months from the closing of accounts, the Investment Corporation shall deem unitholders who are listed or recorded in the most recent register of unitholders, including beneficial unitholders, immediately prior to the closing of accounts, to be unitholders entitled to exercise the rights at the convocation of the General Meeting of Unitholders. 2. <u>In addition to</u> the preceding paragraph, whenever 	<p>of Incorporation, and rules for the handling of investment units are provided by the Board of Directors.</p> <p>Article 8 (Refund of Investment Units at Unitholder Request) The Investment Corporation will not refund investment units at the request of unitholders.</p> <p style="text-align: center;">CHAPTER 3 – GENERAL MEETING OF UNITHOLDERS</p> <p>Article 9 (Convocation)</p> <ol style="list-style-type: none"> 1. (No Change) 2. (No Change) 3. In order to convene the General Meeting of Unitholders, the date of the General Meeting of Unitholders <u>shall be announced by</u> two months prior to the date of the General Meeting of Unitholders and each unitholder <u>shall be notified by</u> in writing two weeks prior to the date of said General Meeting of Unitholders. However, if unitholders unanimously agree that they can exercise their voting rights at the General Meeting, convocation procedures are not then required. <p>Article 16 (Date of Record)</p> <ol style="list-style-type: none"> 1. When the day of the General Meeting of Unitholders falls within three months from the closing of accounts <u>(Defined under Article 34; the same shall apply hereafter)</u>, the Investment Corporation shall deem unitholders who are listed or recorded in the most recent register of unitholders, including beneficial unitholders, immediately prior to the closing of accounts, to be unitholders entitled to exercise the rights at the convocation of the General Meeting of Unitholders. 2. <u>Despite</u> the preceding paragraph, whenever necessary

Current Articles of Incorporation	Proposed Amendments
<p>necessary by a resolution of the Board of Directors, provided public notice is given in advance according to regulatory requirements, the Investment Corporation may deem unitholders or registered investment unit pledgees who are listed or recorded in the final register of unitholders on a specific date to be parties entitled to exercise their rights.</p> <p style="text-align: center;">CHAPTER 4 – EXECUTIVE DIRECTORS, SUPERVISORY DIRECTORS AND BOARD OF DIRECTORS</p> <p>Article 19 (Number of Directors and Composition of the Board of Directors) (Details Omitted)</p> <p>Article 24 (Resolution) A resolution of the Board of Directors, unless otherwise stipulated by regulatory requirements or in the Articles of Incorporation, shall, with a majority of Board members in attendance, be made through the approval of a majority of those Board members in attendance.</p> <p style="text-align: center;">CHAPTER 8 - DEBT FINANCING AND INVESTMENT CORPORATION BOND ISSUES</p> <p>Article 33 (Debt Financing and Investment Corporation Bond Issue Limit) 1. With the goal of securing stable profits and the sustained growth of managed assets, the Investment Corporation shall be able to execute debt financing and issue Investment Corporation bonds. When the Investment Corporation borrows funds, lenders shall be limited to qualified institutional investors as defined in Article 2, Paragraph 3.1 of the <u>Securities</u> and Exchange Law.</p>	<p>by a resolution of the Board of Directors, provided public notice is given in advance according to regulatory requirements, the Investment Corporation may deem unitholders or registered investment unit pledgees who are listed or recorded in the final register of unitholders on a specific date to be parties entitled to exercise their rights.</p> <p style="text-align: center;">CHAPTER 4 – EXECUTIVE DIRECTORS, SUPERVISORY DIRECTORS AND BOARD OF DIRECTORS</p> <p>Article 19 (Number of Directors and Composition of the Board of Directors) (No Change)</p> <p>Article 24 (Resolution) A resolution of the Board of Directors, unless otherwise stipulated by regulatory requirements or in the Articles of Incorporation, shall, with a majority of Board members <u>who can excersizeits voting rights</u> in attendance, be made through the approval of a majority of those Board members in attendance.</p> <p style="text-align: center;">CHAPTER 8 - DEBT FINANCING AND INVESTMENT CORPORATION BOND ISSUES</p> <p>Article 33 (Debt Financing and Investment Corporation Bond Issue Limit) 1. With the goal of securing stable profits and the sustained growth of managed assets, the Investment Corporation shall be able to execute debt financing and issue Investment Corporation bonds <u>(includes short-term investment corporation bonds, the same shall apply hereafter)</u>. When the Investment Corporation borrows funds, lenders shall be limited to qualified institutional investors <u>(However, it will be limited to those stipulated in Article 67-15 of the Special Taxation Measures Law (Law No. 26 of 1957, including subsequent revisions) (hereafter “Special Taxation Measures Law”))</u>. as defined in Article 2, Paragraph 3.1 of the <u>Financial</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>2. The use of borrowed funds described in the preceding paragraph and money <u>collected</u> through Investment Corporation bonds shall be for the acquisition of properties, capital expenditure, distribution payments, operating expenses of the Investment Corporation and debt repayment (including deposit reimbursements, debt repayment and Investment Corporation bond repayments).</p> <p>3. (Details Omitted)</p> <p>4. (Details Omitted)</p> <p style="text-align: center;">CHAPTER 9 – CALCULATION</p> <p>Article 35 (Cash Distribution Policies) (Details Omitted)</p> <p>(1) Distribution of earnings</p> <p>① (Details Omitted)</p> <p>② The amount of the distribution shall be in excess of an amount equivalent to 90% of the distributable income amount (hereafter, “distributable income amount”) of the Investment Corporation as stipulated in Article 67-15 of the Special Taxation Measures Law (<u>Law No. 26 of 1957, including amendments thereafter</u>).</p> <p>(Details Omitted)</p> <p>(2) Distribution of Money in Excess of Earnings (Details Omitted)</p> <p>(3) Cash Distribution Method Distribution based on this Article shall be paid in cash and, in principle, distributed within three months from the closing of accounts, according to the number of investment units held by unitholders or registered investment unit pledgees who are listed or recorded in the most recent register of unitholders as of the closing of accounts.</p> <p>(4) Statute of Limitation for Right to Claim Distributions (Details Omitted)</p>	<p><u>Instruments</u> and Exchange Law.</p> <p>2. The use of borrowed funds described in the preceding paragraph and money <u>procured</u> through Investment Corporation bonds shall be for the acquisition of properties, capital expenditure, distribution payments, operating expenses of the Investment Corporation and debt repayment (including deposit reimbursements, debt repayment and Investment Corporation bond repayments). <u>However, the use or target for funds procured by issuing short-term investment corporation bonds will be limited to the scope stipulated in laws and ordinances.</u></p> <p>3. (No Change)</p> <p>4. (No Change)</p> <p style="text-align: center;">CHAPTER 9 – CALCULATION</p> <p>Article 35 (Cash Distribution Policies) (No Change)</p> <p>(1) Distribution of earnings</p> <p>① (No Change)</p> <p>② The amount of the distribution shall be in excess of an amount equivalent to 90% of the distributable income amount (hereafter, “distributable income amount”) of the Investment Corporation as stipulated in Article 67-15 of the Special Taxation Measures Law.</p> <p>(No Change)</p> <p>(2) Distribution of Money in Excess of Earnings (No Change)</p> <p>(3) Cash Distribution Method Distribution based on this Article shall be paid in cash and, in principle, distributed within three months from the closing of accounts, according to the number of investment units <u>or the number of investment units in the registered pledges for investment units held by unitholders or registered investment unit pledgees who are listed or recorded in the most recent register of unitholders as of the closing of accounts.</u></p> <p>(4) Statute of Limitation for Right to Claim Distributions (No Change)</p>

Current Articles of Incorporation	Proposed Amendments
<p>(5) Regulations of the Investment Trust Association (Details Omitted)</p> <p style="text-align: center;">CHAPTER 10 – OUTSOURCING OF BUSINESS ACTIVITIES AND ADMINISTRATIVE TASKS</p> <p>Article 36 (Asset Management Fees for the Asset Management Company) The asset management fee that the Investment Corporation pays to the asset management company (hereafter, the “Asset Management Company”) and the criteria for such payment shall be set forth in Attachment 3, which forms a part of these Articles of Incorporation.</p> <p>Article 37 (Outsourcing of Services and Operations) 1. The Investment Corporation, based on Articles 198 and 208 of the Investment Trust Law, entrusts the business of asset management to the Asset Management Company and the business of asset custody to the Asset Custodian. 2. (Details Omitted) 3. (Details Omitted)</p> <p style="text-align: center;">CHAPTER 11 – SUPPLEMENTARY PROVISIONS</p> <p>Article 39 (Short-Term Investment Corporation Bonds) On the date of enforcement of stipulations contained in Article 5 of the Act to Revise a Portion of the Securities and Exchange Law (Law No. 65 of 2006), the phrase, “including short-term investment corporation bonds; the same shall apply hereafter” shall be added following the first occurrence of the term “investment corporation bonds” in Article 33.1 of the Articles of Incorporation.</p> <p>Article 40 (Relocation of Head Office) Provisions in Article 3 shall come into force as of the date of the relocation of the head office resolved by the Board of Directors. This supplementary provision shall be deleted after the enforcement date has passed.</p> <p style="text-align: right;">(Attachment 1)</p>	<p>(5) Regulations of the Investment Trust Association (No Change)</p> <p style="text-align: center;">CHAPTER 10 – OUTSOURCING OF BUSINESS ACTIVITIES AND ADMINISTRATIVE TASKS</p> <p>Article 36 (Asset Management Fees for the Asset Management Company) The asset management fee that the Investment Corporation pays to the asset management company (hereafter, the “Asset Management Company”) and the criteria for such payment shall be set forth in Attachment 3, which forms a part of these Articles of Incorporation.</p> <p>Article 37 (Outsourcing of Services and Operations) 1. The Investment Corporation, based on Articles 198 and 208 of the Investment Trust Law, entrusts the business of asset management to the Asset Management Company and the business of asset custody to the Asset Custodian. 2. (No Change) 3. (No Change)</p> <p style="text-align: center;">CHAPTER 11 – SUPPLEMENTARY PROVISIONS</p> <p>(Deleted)</p> <p>(Deleted)</p> <p style="text-align: right;">(Attachment 1)</p>

Current Articles of Incorporation	Proposed Amendments
<p>Investment Policies</p> <p>1-3. (Details Omitted)</p> <p><u>4. The Investment Corporation shall manage its assets so that the ratio of the total value of assets stipulated in Article 67.15, Paragraph 9 of the Special Taxation Measures Law to those total assets shall be more than the 75% established by the Finance Ministry Ordinance.</u></p> <p>Types, Purposes and Scope of Specified Assets Targeted for Investment</p> <p>1. (Details Omitted)</p> <p>2. “Real estate” refers to the following assets: (1)-(4) (Details Omitted) (5) Trust beneficiary rights in real estate, <u>land</u> leasehold rights, land rights and easements (including umbrella agreements left in trust that combine cash contingent upon real estate, <u>but excluding marketable securities [as provided under Article 3.1 of the Enforcement Regulation for the Investment Trust Law (Government Ordinance No. 480 of 2000, including amendments thereafter; hereafter, the “Investment Trust Enforcement Regulation”), the same shall apply hereafter]</u>) (6) Trust beneficiary interests in cash for the purpose of investment in real estate, real estate leasehold rights, land rights or easements (<u>excluding marketable securities</u>) (7) (Details Omitted) (8) Beneficial interest in cash held in trust with the purpose of managing assets in trust for investment, primarily in equity in <i>tokumei-kumiai</i> relating to real estate (<u>excluding marketable securities</u>).</p> <p>3. “Securities backed by real estate” refers to each of the assets noted in the following items, where an amount exceeding one-half of the assets backing such securities is to be invested in real estate. (1) (Details Omitted) (2) Beneficiary securities as provided under Article 2.12 of the Investment Trust Law (3) Investment securities as provided under Article 2.22 of the Investment Trust Law (4) (Details Omitted)</p> <p>4. In addition to the real estate and securities backed by</p>	<p>Investment Policies</p> <p>1-3. (No Change)</p> <p>4. (Deleted)</p> <p>Types, Purposes and Scope of Specified Assets Targeted for Investment</p> <p>1. (No Change)</p> <p>2. “Real estate” refers to the following assets: (1)-(4) (No Change) (5) Trust beneficiary rights in real estate, <u>real estate</u> leasehold rights, land rights and easements (including umbrella agreements left in trust that combine cash contingent upon real estate).</p> <p>(6) Trust beneficiary interests in cash for the purpose of investment in real estate, real estate leasehold rights, land rights or easements.</p> <p>(7) (No Change)</p> <p>(8) Beneficial interest in cash held in trust with the purpose of managing assets in trust for investment, primarily in equity in <i>tokumei-kumiai</i> relating to real estate</p> <p>3. “Securities backed by real estate” refers to each of the assets noted in the following items, where an amount exceeding one-half of the assets backing such securities is to be invested in real estate. (1) (No Change) (2) Beneficiary securities as provided under Article 2.7 of the Investment Trust Law (3) Investment securities as provided under Article 2.15 of the Investment Trust Law (4) (No Change)</p> <p>4. In addition to the real estate and securities backed by</p>

Current Articles of Incorporation	Proposed Amendments
<p>real estate detailed in the preceding Paragraph 2., the Investment Corporation shall also be able to invest in the specified assets listed in the following items:</p> <p>(1)-(3) (Details Omitted)</p> <p>(4) Marketable securities <u>(defined in Article 2.11 of Enforcement Regulation for the Investment Trust Law; however, this excludes the specified assets in the preceding paragraphs).</u></p> <p>(5) Pecuniary claims <u>as provided under Article 3.11 of the Enforcement Regulation for the Investment Trust Law</u></p> <p>(6) Trust beneficiary interests in cash for the purpose of investment in assets as identified in the previous items, primarily in the form of trust assets <u>(excluding marketable securities)</u></p> <p>(7) <u>Rights related to investment in futures transactions as provided under Article 3.13 of the Enforcement Regulation for the Investment Trust Law</u></p> <p>(8) Rights concerning <u>financial</u> derivative transactions as provided under Article 3.14 of the Enforcement Regulation for the Investment Trust Law_</p> <p>5. In addition to the specified assets detailed in Paragraphs 2. through 4. above, the Investment Corporation shall be able to invest in assets in the following items as necessary when investing in real estate.</p> <p>(1)-(7) (Details Omitted)</p> <p>(8) Trust beneficiary rights in money managed for the purpose of investing in the trust assets listed in the items above <u>(excluding marketable securities)</u></p> <p>(9) (Details Omitted)</p> <p>Investment Limitations</p> <p>1. (Details Omitted)</p> <p>2. The Investment Corporation shall implement investment in <u>rights concerning financial futures transactions</u> contained in the abovementioned “Types,</p>	<p>real estate detailed in the preceding Paragraph 2., the Investment Corporation shall also be able to invest in the specified assets listed in the following items:</p> <p>(1)-(3) (No Change)</p> <p>(4) Marketable securities <u>(stipulated under Article 3.1 of the Order for Enforcement of the Law Concerning Investment Trusts and Investment Corporations (Cabinet Order No. 480 of 2000, including subsequent revisions) (hereafter “Investment Trust Law Enforcement Order”) (However, this excludes the special assets raised in each item in the preceding paragraph, said paragraph and the following paragraph.))</u></p> <p>(5) Pecuniary claims <u>(stipulated under Article 3.7 of the Investment Trust Law Enforcement Order. However, this excludes the assets raised in the preceding paragraph)</u></p> <p>(6) Trust beneficiary interests in cash for the purpose of investment in assets as identified in the previous items, primarily in the form of trust assets</p> <p>(Deleted)</p> <p>(7) Rights concerning derivative transactions as provided under Article 3.2 of the Enforcement Regulation for the Investment Trust Law</p> <p>5. In addition to the specified assets detailed in Paragraphs 2. through 4. above, the Investment Corporation shall be able to invest in assets <u>or securities backed by real estate</u> in the following items as necessary when investing in real estate.</p> <p>(1)-(7) (No Change)</p> <p>(8) Trust beneficiary rights in money managed for the purpose of investing in the trust assets listed in the items above</p> <p>(9) (No Change)</p> <p>Investment Limitations</p> <p>1. (No Change)</p> <p>2. The Investment Corporation shall implement investment in rights concerning derivatives transactions contained in the abovementioned “Types, Purposes and</p>

Current Articles of Incorporation	Proposed Amendments
<p>Purposes and Scope of Specified Assets Targeted for Investment” Paragraph 4. (7), as well as rights concerning <u>financial</u> derivatives transactions contained in Paragraph 4. (8), only for the purpose of hedging risks of interest-rate fluctuation and other risks concerning the Investment Corporation’s liabilities.</p> <p>3-4. (Details Omitted)</p> <p style="text-align: right;">(Attachment 2)</p> <p>Methods, Criteria and Base Date of Appraisal</p> <p>1. Methods and criteria of the Investment Corporation’s asset appraisal shall be stipulated in accordance with the following types of investment assets:</p> <p>(1) (Details Omitted)</p> <p>(2) Trust beneficiary interests in real estate, <u>land</u> leasehold rights, land rights or easements (Details Omitted)</p> <p>(3)-(7) (Details Omitted)</p> <p>(8) Rights concerning <u>investment in futures and</u> derivatives transactions</p> <p>① Claimable assets and liabilities resulting from <u>investment in futures and</u> derivatives transactions listed on the stock exchange (Details Omitted)</p> <p>② Claimable assets and liabilities resulting from <u>unlisted non-market investment in futures and</u> derivatives transactions (Details Omitted)</p> <p>③ (Details Omitted)</p> <p>(9) (Details Omitted)</p> <p>(10) Others</p> <p>Unless otherwise provided for in the above, appraisal values shall be calculated in accordance with the valuation rules stipulated in the Investment Trust Law and by the Investment Trusts Association, or in accordance with generally accepted accounting practices.</p> <p style="text-align: right;">(Attachment 3)</p> <p>ASSET MANAGEMENT FEES TO THE ASSET MANAGEMENT COMPANY</p>	<p>Scope of Specified Assets Targeted for Investment” Paragraph 4. (8), only for the purpose of hedging risks of interest-rate fluctuation and other risks concerning the Investment Corporation’s liabilities.</p> <p>3-4. (No Change)</p> <p style="text-align: right;">(Attachment 2)</p> <p>Methods, Criteria and Base Date of Appraisal</p> <p>1. Methods and criteria of the Investment Corporation’s asset appraisal shall be stipulated in accordance with the following types of investment assets:</p> <p>(1) (No Change)</p> <p>(2) Trust beneficiary interests in real estate, <u>real estate</u> leasehold rights, land rights or easements (No Change)</p> <p>(3)-(7) (No Change)</p> <p>(8) Rights concerning derivatives transactions</p> <p>① Claimable assets and liabilities resulting from derivatives transactions listed on the stock exchange (No Change)</p> <p>② Claimable assets and liabilities resulting from derivatives transactions (No Change)</p> <p>③ (No Change)</p> <p>(9) (No Change)</p> <p>(10) Others</p> <p>Unless otherwise provided for in the above, appraisal values shall be calculated in accordance with the valuation rules stipulated in the Investment Trust Law and by the Investment Trusts Association, or in accordance with generally accepted <u>coporate</u> accounting practices.</p> <p style="text-align: right;">(Attachment 3)</p> <p>ASSET MANAGEMENT FEES TO THE ASSET MANAGEMENT COMPANY</p>

Current Articles of Incorporation	Proposed Amendments
<p>The asset management fees that the Investment Corporation pays to the Asset Management Company for the management of assets are comprised of Asset Management Fees I and II, Acquisition Fees, and Transfer Fees. The actual amount, calculation method, and date of payment of aforementioned fees shall be as follows. The Investment Corporation shall transfer an amount equivalent to the aforementioned fees including consumption taxes to the account specified by the Asset Management Company.</p> <p>(1) Asset Management Fee I (Details Omitted)</p> <p>(2) Asset Management Fee II (Details Omitted)</p> <p>(3) Acquisition Fees</p> <p>When the Investment Corporation has acquired specified assets, the acquisition fees shall be obtained by multiplying the acquisition price (excluding, however, consumption taxes and expenses associated with the acquisition) by 0.5%. In addition, with respect to the acquisition of specified assets from an interested party set forth in the interested party transaction rules of the Asset Management Company, the acquisition fees shall be obtained by multiplying said acquisition price (excluding, however, consumption taxes and acquisition-related expenses) by 0.25%.</p> <p>The payment date of the acquisition fees shall be within one month of the date that the Investment Corporation acquired the relevant assets (the date when the transfer of ownership goes into effect).</p> <p>(4) Transfer Fees (Details Omitted)</p>	<p>The asset management fees that the Investment Corporation pays to the Asset Management Company for the management of assets are comprised of Asset Management Fees I and II, Acquisition Fees, and Transfer Fees. The actual amount, calculation method, and date of payment of aforementioned fees shall be as follows. The Investment Corporation shall transfer an amount equivalent to the aforementioned fees including consumption taxes to the account specified by the Asset Management Company.</p> <p>(1) Asset Management Fee I (No Change)</p> <p>(2) Asset Management Fee II (No Change)</p> <p>(3) Acquisition Fees</p> <p>When the Investment Corporation has acquired specified assets, the acquisition fees shall be obtained by multiplying the acquisition price (excluding, however, consumption taxes and expenses associated with the acquisition) by 0.5%. In addition, with respect to the acquisition of specified assets from an interested party set forth in the interested party transaction rules of the Asset Management Company, the acquisition fees shall be obtained by multiplying said acquisition price (excluding, however, consumption taxes and acquisition-related expenses) by 0.25%.</p> <p>The payment date of the acquisition fees shall be within one month of the date that the Investment Corporation acquired the relevant assets (the date when the transfer of ownership goes into effect).</p> <p>(4) Transfer Fees (No Change)</p>

Agenda No. 2: Election of One (1) Executive Director

This is to request an appointment of 1 executive director as of February 1, 2009 since Executive Director Taisuke Miyajima's term of office expires on January 31, 2009.

Concerning Agenda No. 2, the term of office of Executive Directors shall be two years, commencing February 1, 2009, the date of election, as stipulated under Article 20.2 of the current Articles of Incorporation. Agenda No. 2 was unanimously approved for submission by all Supervisory Directors of the Investment Corporation at a Board of Directors meeting held on December 11, 2008. In addition, the candidate for one Executive Director position has accepted the appointment as of December 11, 2008.

The candidate for the Executive Director position is as follows.

Name (Birth Date)	Brief Personal History	
Taisuke Miyajima (April 17, 1962)	Apr. 1985	Joined Mitsubishi UFJ Trust and Banking Corporation (formerly The Mitsubishi Trust Banking Corporation)
	Apr. 1992	Transferred to Los Angeles Branch
	Apr. 1997	Joined Miyajima Shoukai
	Apr. 1998	Joined Kenedix, Inc. (formerly Kennedy-Wilson Japan Co., Ltd.) Real Estate Investment Advisory Division
	Oct. 2004	External assignment as CEO and President, Kenedix REIT Management, Inc. (formerly KW REIT Management, Inc.)
	Apr. 2005	Transferred as CEO and President, Kenedix REIT Management, Inc. (current position)
	May 2005	Executive Director of Kenedix Realty Investment Corporation (current position)

1. The abovementioned executive director candidate holds 20 of the Investment Corporation's investment units.
2. The abovementioned executive director candidate is currently the President and CEO of the Kenedix REIT Management, Ltd., which the Investment Corporation has concluded an Asset Management Agreement.
3. The abovementioned executive director candidate is currently executing the overall business of the Investment Corporation as an executive director of the Investment Corporation.

Agenda No. 3: Election of One (1) Substitute Executive Director

In order to avoid the case of having fewer executive directors than that stipulated by relevant laws and ordinances, a request has been made to appoint one non-statutory executive director, since the resolution concerning the appointment of Non-Statutory Executive Director Teruo Nozaki will lose effect at the start of this General Meeting of Unitholders.

Agenda No. 3 was unanimously approved for submission by all Supervisory Directors of the Investment Corporation at a Board of Directors meeting held on December 11, 2008. In addition, the candidate for one Substitute Executive Director position has accepted the appointment as of December 11, 2008.

The candidate for the Substitute Executive Director position is as follows.

Name (Birth Date)	Brief Personal History	
Teruo Nozaki (Sept. 25, 1944)	April 1963	Joined Mitsubishi Corporation
	Aug. 1984	Transferred as Department Chief, Transport Insurance Division, Mitsubishi Corporation USA, Head Office
	Jan. 1988	Transferred to Insurance Division, Mitsubishi Corporation
	April 1997	External assignment at MC Insurance Center, Ltd.
	Jan. 2004	Executive Officer of MC Insurance Center, Ltd.
	Jan. 2005	Joined Kenedix, Inc. (formerly Kennedy-Wilson Japan Co., Ltd.), External assignment as General Manager, Business Administration Division, Kenedix REIT Management, Inc.
Apr. 2005	Transferred as General Manager, Business Administration Division, Kenedix REIT Management, Inc. (current position)	

1. The candidate holds three of the Investment Corporation's investment units.
2. There is no conflict of interest between the Investment Corporation and the candidate.

Agenda No. 4: Election of Two (2) Supervisory Directors

This is to request an appointment of 2 supervisory directors as of February 1, 2009 since Supervisory Directors Kimio Kodama and Shiro Toba's term of office expires on January 31, 2009.

Concerning Agenda No. 4, the term of office of Supervisory Directors shall be two years commencing February 1, 2009, the date of election, as stipulated under Article 20.2 of the current Articles of Incorporation. In addition, the candidates for the two Supervisory Director positions have accepted the appointment as of December 11, 2008.

The candidates for the two Supervisory Director positions are as follows.

Name (Birth Date)	Brief Personal History	
Kimio Kodama (January 24, 1937)	April 1963	Admitted to the Japanese bar (general practitioner of Japanese law)
	April 1966	Established Hanzomon Sogo Law Office (formerly Towa Law Office) (current position)
	July 1997	Director of Kyoritsu Women's Educational Institution (current position)
	May 2005	Supervisory Director of Kenedix Realty Investment Corporation (current position)
July 2008	Selected as a member of Tokyo Metropolitan Public Safety Commission (current position)	
Shiro Toba (March 21, 1967)	Oct. 1989	Joined Misuzu Audit Corporation (formerly Chuo Shinko Audit Corporation)
	Mar. 1993	Became a Japanese certified public accountant
	Jan. 1997	Established Toba Public Accounting Office (current position)
	May 2002	Became a Japanese certified tax accountant
	April 2004	Director of Majestec Corporation (current position)
	Jan. 2005	Representative Director of Minori Accounting Co., Ltd. (current position)
	Jan. 2005	Director of BTK Solution Co., Ltd. (current position)
	Mar. 2005	Supervisory Director of Kenedix Realty Investment Corporation (current position)
May 2005	Director of MACC (current position)	
Oct. 2005		

1. None of the candidates holds the Investment Corporation's investment units.
2. There is no conflict of interest between the Investment Corporation and the candidates.

3. The abovementioned supervisory director candidates are supervising the overall exercise of duties of the Investment Corporation's executive director.
4. Supervisory director candidate, Kimio Kodama is the Director of Hanzomon Sogo Law Office.
5. Supervisory director candidate, Shiro Toba is the Director of Toba Public Accounting Office and Representative Director of Minori Accounting Co., Ltd.

Reference Material

Regarding agendas to be submitted to the General Meeting of Unitholders, rules and regulations identified in "Deemed Acceptance," which are stipulated under Article 93.1 of the Investment Trust Law and Article 15 of the current Articles of Incorporation, shall not be applied to any of the agendas concerned if there are agendas that are, in intent, conflicting with each other. The Investment Corporation believes that Agendas 1 through 4 do not present any conflict in intent.