

Translation Purpose Only

December 14, 2009

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

Inquiries:  
Masahiko Tajima  
Director / General Manager, Financial Planning Division  
TEL.: +81-3-3519-3491

**Notice Concerning Change in Shareholders for the Asset Management Company**

Kenedix Realty Investment Corporation (“the Investment Corporation”) has announced that the Board of Directors meeting of its asset management company, Kenedix REIT Management, Inc. (“the Asset Management Company”), has resolved to approve transfer (“the Stock Transfer”) of the Asset Management Company’s stocks held by Kenedix, Inc. at the meeting held today. Details are as follows.

Please refer to the press release “Notice Concerning Strengthening of Asset Management Business by the Kenedix Group” dated September 17, 2009 for a previous notice concerning the Stock Transfer.

**1. Outline of the Stock Transfer**

All of the Asset Management Company’s 5,805 units held by Kenedix, Inc. will be transferred to Kenedix Asset Management Co., Ltd., which was established by Kenedix, Inc.

**2. Change in Shareholder Composition**

Before the Stock Transfer (As of December 14, 2009)

Principal Shareholder	Location	Number of Stocks Owned (units)	Ratio (%)
Kenedix, Inc.	2-2-9 Shimbashi, Minato-ku, Tokyo	5,805	90.0
ITOCHU Corporation	2-5-1 Kita-Aoyama, Minato-ku, Tokyo	645	10.0
Total		6,450	100.0

After the Stock Transfer

Principal Shareholder	Location	Number of Stocks Owned (units)	Ratio (%)
Kenedix Asset Management Co., Ltd.	2-2-9 Shimbashi, Minato-ku, Tokyo	5,805	90.0
ITOCHU Corporation	2-5-1 Kita-Aoyama, Minato-ku, Tokyo	645	10.0
Total		6,450	100.0

### 3. Purpose of the Stock Transfer

Kenedix, Inc. (“KDX”) established Kenedix Asset Management Co., Ltd. (“KDAM”), and made into subsidiaries the Asset Management Company and Kenedix Advisors Co., Ltd. (“KDA”), which mainly handle a private placement fund for pension funds. The move is being undertaken with the aim of making a clear distinction in terms of business management within the organizational structure by extracting the asset management business operations from KDX, which is engaged in a wide range of businesses, including real estate ownership, lease management, brokerage services, consulting, development and non-performing loan investment management services. In addition, KDAM will be responsible for supporting risk management, internal control and finance strategies related to the Asset Management Company and KDA’s business operations. With the Kenedix Group’s reinforced asset management business structure and the Asset Management Company’s consolidated and strengthened management foundation, the Asset Management Company expects further development of the Investment Corporation.

The corporate profile of the KDAM is as follows.

#### 【Corporate Profile of KDAM】

Company Name	Kenedix Asset Management Co., Ltd.
Location	2-2-9 Shimbashi, Minato-ku, Tokyo
Representative	Representative Director Atsushi Kawashima (the plan as of the date of the Stock Transfer)
Business Activities	Administrative Business of Asset Management
Capital	¥10 million (As of December 14, 2009)
Incorporated	October 2009
Principal Shareholder	Kenedix, Inc.: 100% (As of December 14, 2009) (Note)

Note: KDAM was established as a wholly owned subsidiary of KDX. However, should KDX find a more appropriate partner that would further reinforce KDAM’s asset management business, KDX may transfer a portion of its shareholding in KDAM (approximately 15%) said partner on the condition that KDAM will remain the consolidated subsidiary of KDX and that KDX shall continue to have the sole discretion on important matters.

### 4. Schedule for the Stock Transfer

December 14, 2009: Stock Transfer approval by the Asset Management Company’s Board of Directors

During the month of December 2009 (planned): Execution of the Stock Transfer

### 5. Outlook (including impact on the Investment Corporation)

#### (1) Details of the Change concerning the Asset Management Agreement

There are no changes related to the Stock Transfer.

#### (2) Details of the Change concerning the Structure

There are no changes related to the Stock Transfer.

#### (3) Details of the Change concerning the Decision Making Structure of the Investment Corporation

There are no changes related to the Stock Transfer.

#### (4) Details of the Change concerning Compliance • Related-Party, etc. Rules

There are no changes related to the Stock Transfer.

#### (5) Details of the Change concerning the Management Policy

There are no changes related to the Stock Transfer.

#### (6) Details of the Change concerning agreements with the sponsor, etc.

There is a possibility that Memorandum of Understanding dated April 9, 2007, concluded between the Asset Management Company, the Investment Corporation, KDX and KDA, may be revised.

**6. Other**

Reporting and notifications with regard to the Stock Transfer will conduct in accordance with the Financial Instruments and Exchange Law, Building Lots and Buildings Transaction Business Law, and other applicable laws and regulations.

The Investment Corporation will provide notice of any further important developments with regard to the Stock Transfer.

This notice is the English translation of the Japanese announcement on our Web site released on December 14, 2009. However, no assurance or warranties are given for the completeness or accuracy of this English translation.