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Securities Code: 8804
March 6, 2012

To Those Shareholders with Voting Rights:

Hajime Sakuma
President and Representative Director
Tokyo Tatemono Co., Ltd.
9-9 Yaesu 1-Chome, Chuo-ku, Tokyo

NOTICE OF THE 194th ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 194th Ordinary General Meeting of Shareholders of the Company. The meeting will be held as described below.

If you are unable to attend the meeting, you are asked to review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m., Wednesday, March 28, 2012, by either of the following methods.

- 1. Date and Time:** 10:00 a.m., Thursday, March 29, 2012
- 2. Place:** Conference Room, 18F, Olinas Tower, Tokyo Tatemono Co., Ltd.
1-3 Taihei 4-Chome, Sumida-ku, Tokyo
- 3. Agenda of the Meeting:**
Matters to be reported: The Business Reports, the Consolidated Financial Statements and the Financial Statements for the 194th Fiscal Term (from January 1, 2011 to December 31, 2011), as well as the results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements

Proposals to be resolved:

- | | |
|-----------------------|---|
| Proposal No. 1 | Reduction in Legal Capital Reserve and Appropriation of Surplus |
| Proposal No. 2 | Election of One (1) Director |
| Proposal No. 3 | Election of Two (2) Corporate Auditors |

4. Exercise of Voting Rights:

- (1) In the event that you exercise your voting rights in duplicate by electromagnetic means (via the Internet, etc.) and by returning the Voting Rights Exercise Form, those votes cast via the Internet, etc. shall be deemed effective. In the event that you exercise your voting rights more than once via the Internet, etc., the last cast vote shall be deemed effective.
- (2) If you wish to exercise your voting rights by proxy, you may appoint one other shareholder who owns the Company's voting shares as your proxy; in such case, however, the submission of a document proving your authorization of said shareholder as your proxy is required.

[Exercise of voting rights in writing (mail)]

Please return the enclosed Voting Rights Exercise Form indicating your approval or disapproval of the proposal to be made at the above meeting, so that the Company receives it by the deadline indicated on the previous page.

[Exercise of voting rights via the Internet]

Please access the designated web site (<http://www.it-soukai.com/>) provided for exercising your voting rights and follow the instructions on the screen to indicate your approval or disapproval of the proposal.

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- For those attending, please bring this booklet with you and present the enclosed Voting Rights Exercise Form at the reception desk upon arrival at the meeting.
 - After preparation of this document, in the event that changes are made to any of the Reference Documents for the General Meeting of Shareholders, Business Report, or Consolidated and Non-Consolidated Financial Statements, the amended documents will be posted on our website (<http://www.tatemono.com/ir/>) accessible via the Internet.
 - The voting results on the resolutions of this General Meeting of Shareholders shall be posted on our website mentioned above.

Reference Documents for General Meeting of Shareholders

Proposals and references

Proposal No. 1: Reduction in Legal Capital Reserve and Appropriation of Surplus

For the purpose of making up for the deficiency following the recording of a loss for the 194th settlement of accounts and ensuring flexibility in the capital policy, it is proposed that the amount of legal capital reserve be reduced pursuant to the provision of Article 448, paragraph (1) of the Companies Act, and that the surplus be appropriated pursuant to the provision of Article 452 of the Companies Act.

1. Reduction in legal capital reserve

- | | | |
|-----|--|-----------------|
| (1) | Amount of reduction in legal capital reserve | |
| | Legal capital reserve | ¥13,901,567,770 |
| (2) | Amount of increase in surplus | |
| | Other capital surplus | ¥13,901,567,770 |
| (3) | Date on which reduction in legal capital reserve becomes effective | |
| | March 29, 2012 | |

2. Appropriation of surplus

- | | | |
|-----|-----------------------------------|-----------------|
| (1) | Amount of reduction in surplus | |
| | Other capital surplus | ¥27,178,033,565 |
| (2) | Amount of increase in surplus | |
| | Retained earnings brought forward | ¥27,178,033,565 |

Proposal No. 2: Election of One (1) Director

Director Keisuke Minami of the Company has resigned his directorship as of February 14, 2012. Directors Toshiyuki Hata and Akira Ookubo of the Company will each resign his directorship upon conclusion of this ordinary general meeting of shareholders. Accordingly, it is proposed the following one nominee be elected as Director.

The nominee for Director is as follows:

Name (Date of Birth)	Brief personal profile, title, responsibility and management positions with companies other than the Company		Number of Company's shares held
Satoshi Fujimoto (July 28, 1957)	April 1980	Joined The Fuji Bank, Limited	0
	May 2004	General Manager of Corporate Banking Division No. 1 and Corporate Banking Division No. 3 of Mizuho Corporate Bank, Ltd.	
	October 2005	General Manager of Corporate Promotion Division No. 3 of Mizuho Corporate Bank, Ltd.	
	April 2007	General Manager of Finance and Public Corporations Management of Mizuho Corporate Bank, Ltd.	
	April 2008	Executive Officer and General Manager of Corporate Banking Division No. 2 of Mizuho Corporate Bank, Ltd.	
	April 2010	Managing Executive Officer and Director in charge of Sales of Mizuho Corporate Bank, Ltd. (to the present)	

Notes:

1. No conflicts of interest exist between the Company and the above nominee for Director.
2. The above nominee is a newly appointed nominee.
3. The term of office of the nominee shall be the same as the remaining term of the other existing Directors pursuant to the provisions of the Articles of Incorporation.
4. The above nominee is expected to retire from his position as Managing Executive Officer of Mizuho Corporate Bank Ltd. on March 28, 2012.

Proposal No. 3: Election of Two (2) Corporate Auditors

The term of office of the Corporate Auditors Mr. Junichiro Okawa and Mr. Masahiro Obunai will expire upon conclusion of this ordinary general meeting of shareholders. Accordingly, it is proposed the following two nominees be elected as Corporate Auditors.

The Board of Corporate Auditors has consented to this proposal.

The nominees for Corporate Auditors are as follows.

No.	Name (Date of Birth)	Brief personal profile, title and management positions with companies other than the Company		Number of Company's shares held
1	Junichiro Okawa (March 13, 1952)	April 1975	Joined Yasuda Fire & Marine Insurance Co., Ltd.	11,000
		June 2003	Managing Executive Officer, Chief General Manager of Chiba Office, Head of Operations Division of Chiba Office and Head of Liberalization Section of Chiba Office of Sompo Japan Insurance Inc.	
		June 2006	Director and Managing Executive Officer of Sompo Japan Insurance Inc.	
		April 2007	Director, Managing Executive Officer and Chief General Manager of Chubu Division of Sompo Japan Insurance Inc.	
		April 2008	Director, Senior Managing Executive Officer of Sompo Japan Insurance Inc.	
		March 2009	Full-time Corporate Auditor of the Company (to the present)	
		March 2009	Corporate Auditor of Tokyo Tatemono Amenity Support Co., Ltd. (to the present)	
		(Management positions with companies other than the Company) Corporate Auditor of Tokyo Tatemono Amenity Support Co., Ltd.		
*2	Yutaka Shigemori (June 25, 1949)	April 1974	Joined Yasuda Mutual Life Insurance Company	2,000
		July 2002	Director and the Branch Manager of the Ginza Branch, of Yasuda Mutual Life Insurance Company	
		January 2004	Executive Officer and Chief General Manager of Osaka Office of Meiji Yasuda Life Insurance Company	
		April 2006	Managing Executive Officer, Chief Executive of New Market Development of Meiji Yasuda Life Insurance Company	
		July 2006	Managing Executive Officer, Chief Executive of New Market Development of Meiji Yasuda Life Insurance Company	
		April 2007	Managing Executive Officer, Chief Executive of General Agent Marketing of Meiji Yasuda Life Insurance Company	
		April 2009	President and Representative Director of Meiji Yasuda General Insurance Co., Ltd. (to the present)	
		(Management positions with companies other than the Company) President and Representative Director of Meiji Yasuda General Insurance Co., Ltd.		

Notes:

1. No conflicts of interest exist between the Company and the nominees for Corporate Auditor.
2. Nominee with an asterisk by the name is a newly appointed nominee.
3. Both candidates are nominees for external Corporate Auditors.
4. Both candidates have been appointed as nominees for external Corporate Auditor, on the basis of their considerable management experience and wide-ranging insight, which are expected to be reflected in the execution of the Company's audit duties.
5. Mr. Junichiro Okawa currently serves as the external Corporate Auditor of the Company and three years will come to elapse from his first appointment as the Corporate Auditor of the Company as of the conclusion of this general meeting of shareholders. The Company has given notice to the Tokyo Stock Exchange, Inc. (TSE) of Mr. Okawa as an independent director/corporate auditor in compliance with TSE provisions.
6. The Company has given notice to the TSE of Mr. Yutaka Shigemori as a prospective independent director/corporate auditor in compliance with TSE provisions.

Consolidated Balance Sheet
(As of December 31, 2011)

(Millions of yen)

(Assets)		(Liabilities)	
Item	Amount	Item	Amount
Current assets	167,804	Current liabilities	197,395
Cash	32,925	Short-term borrowings	118,038
Accounts receivable, trade	6,603	Current portion of bonds	10,000
Marketable securities	97	Accounts payable, trade	6,460
Investments in silent partnerships	5,339	Accrued income taxes	461
Real estate for sale	51,478	Provision for compensation for completed construction	5
Real estate for sale in progress	35,277	Provision for bonuses	273
Real estate for development	16,826	Provision for bonuses to directors and corporate auditors	71
Deferred income taxes	3,520	Deposits received under Real Estate Specified Joint Enterprise Law	30,090
Other current assets	16,318	Other current liabilities	31,994
Allowance for doubtful accounts	(582)	Long-term liabilities	508,521
Fixed assets	730,212	Bonds	109,750
Property and equipment	458,710	Long-term debt	269,752
Buildings and structures	136,241	Deferred income taxes	7,496
Land	310,712	Deferred income taxes on land revaluation	20,911
Construction in progress	3,441	Accrued severance indemnities	7,079
Other property and equipment	8,315	Provision for retirement benefits for directors	1,113
Intangible and other assets	28,218	Provision for environmental measures	285
Leaseholds	24,424	Guarantee deposits received	40,493
Other intangible assets	3,794	Deposits received under Real Estate Specified Joint Enterprise Law	38,508
Investments	243,283	Other long-term liabilities	13,130
Investment securities	164,045	Total Liabilities	705,916
Investments in silent partnerships	52,128	(Net Assets)	
Long-term loans	185	Shareholders' equity	159,788
Deferred income taxes	6,218	Capital stock	92,451
Guarantee deposits paid	10,873	Capital surplus	90,696
Other investments	29,894	Retained earnings	(22,812)
Allowance for doubtful accounts	(390)	Treasury stock	(546)
Allowance for investment losses	(19,673)	Accumulated other comprehensive income	25,149
		Valuation difference on available-for-sale securities	11,153
		Revaluation reserve for land	16,446
		Foreign currency translation adjustments	(2,450)
		Minority interests	7,163
		Total Net Assets	192,101
Total Assets	898,017	Total Liabilities and Net Assets	898,017

Note: Figures less than a million are rounded down.

Consolidated Statement of Income
(From January 1, 2011 to December 31, 2011)

(Millions of yen)

Item	Amount	
Revenue from operations		166,943
Cost of revenue		145,237
Gross profit		21,706
Selling, general and administrative expenses		22,384
Operating loss		678
Non-operating income		
Interest and dividend income	818	
Equity in earnings of affiliated companies	198	
Others	355	1,371
Non-operating expenses		
Interest expense	8,403	
Stock issuance cost	4	
Bond issuance cost	123	
Dividends paid under Real Estate Specified Joint Enterprise Law	1,668	
Others	1,367	11,567
Ordinary loss		10,875
Extraordinary income		
Gain on sales of fixed assets	795	
Gain on sales of investment securities	978	1,773
Extraordinary loss		
Loss on sales and disposal of fixed assets	137	
Loss on reconstruction of buildings	215	
Write-down of investment securities	43,302	
Loss on adjustment for changes of accounting standard for asset retirement obligations	69	
Provision for allowance for investment loss	19,075	
Provision for environmental measures	6	
Impairment loss	3,374	
Loss on disaster	607	66,787
Loss before income taxes		75,889
Current income taxes	867	
Deferred income taxes	(5,382)	(4,514)
Loss before minority interests		71,374
Gain on minority interests		399
Net Loss		71,774

Note: Figures less than a million are rounded down.

Consolidated Statement of Changes in Shareholders' Equity
(From January 1, 2011 to December 31, 2011)

(Millions of yen)

	Shareholders' equity				
	Capital stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
Balance as of Dec. 31, 2010	92,451	90,696	50,692	(543)	233,297
Changes in items during the term					
Dividends from surplus			(1,730)		(1,730)
Net loss			(71,774)		(71,774)
Disposal of treasury stock		(0)		1	0
Acquisition of treasury stock				(5)	(5)
Net amount of changes in items other than shareholders' equity					-
Total amount of changes during the term	-	(0)	(73,504)	(3)	(73,509)
Balance as of Dec. 31, 2011	92,451	90,696	(22,812)	(546)	159,788

	Accumulated other comprehensive income				Minority interests	Total net assets
	Valuation difference on available-for-sale securities	Revaluation reserve for land	Foreign currency translation adjustments	Total accumulated other comprehensive income		
Balance as of Dec. 31, 2010	11,323	13,637	(2,136)	22,823	6,476	262,597
Changes in items during the term						
Dividends from surplus				-	-	(1,730)
Net loss				-	-	(71,774)
Disposal of treasury stock				-	-	0
Acquisition of treasury stock				-	-	(5)
Net amount of changes in items other than shareholders' equity	(170)	2,809	(313)	2,325	687	3,012
Total amount of changes during the term	(170)	2,809	(313)	2,325	687	(70,496)
Balance as of Dec. 31, 2011	11,153	16,446	(2,450)	25,149	7,163	192,101

Note: Figures less than a million are rounded down.

Non-Consolidated Balance Sheet
(As of December 31, 2011)

(Millions of yen)

(Assets)		(Liabilities)	
Item	Amount	Item	Amount
Current assets	149,010	Current liabilities	181,730
Cash	22,147	Short-term borrowings	112,391
Accounts receivable, trade	4,281	Current portion of bonds	10,000
Marketable securities	39	Accounts payable, trade	3,722
Investments in silent partnerships	5,339	Accrued expenses	7,553
Real estate for sale	32,685	Accrued income taxes	6
Real estate for sale in progress	35,308	Advances received	7,304
Real estate for development	17,071	Deposits received	9,279
Advance payments, trade	136	Provision for bonuses	123
Advance expenses	1,470	Deposits received under Real Estate Specified Joint Enterprise Law	30,470
Deferred income taxes	2,569	Other current liabilities	877
Short-term loans receivable	15,282	Long-term liabilities	443,641
Other current assets	13,248	Bonds	107,000
Allowance for doubtful accounts	(570)	Long-term debt	228,023
Fixed assets	658,531	Deferred income taxes on land revaluation	20,911
Property and equipment	365,256	Accrued severance indemnities	5,269
Buildings	96,651	Provision for retirement benefits for directors	765
Structures	2,461	Provision for environmental measures	280
Machinery and equipment	822	Guarantee deposits received	34,997
Vehicles	0	Deposits received under Real Estate Specified Joint Enterprise Law	41,092
Furniture and equipment	673	Other long-term liabilities	5,300
Land	261,534	Total Liabilities	625,371
Lease assets	15	(Net Assets)	
Construction in progress	3,097	Shareholders' equity	155,389
Intangible and other assets	14,607	Capital stock	92,451
Leaseholds	14,563	Capital surplus	90,385
Other intangible assets	44	Legal capital reserve	77,108
Investments	278,667	Others	13,276
Investment securities	149,333	Retained earnings	(27,178)
Shares and investments in subsidiaries and affiliates	60,435	Others	(27,178)
Investments in other securities of affiliated companies	7,219	(Reserve for reduction entry of property replacement)	4,937
Investments in silent partnerships	50,062	(Retained earnings brought forward)	(32,115)
Long-term loans	15,295	Treasury stock	(268)
Deferred tax assets	4,242	Valuation and translation adjustments	26,781
Guarantee deposits paid	7,686	Valuation difference on available-for-sale securities	10,334
Other investments	5,409	Revaluation reserve for land	16,446
Allowance for doubtful accounts	(1,343)	Total Net Assets	182,171
Allowance for investment losses	(19,673)	Total Liabilities and Net Assets	807,542
Total Assets	807,542		

Note: Figures less than a million are rounded down.

Non-Consolidated Statement of Income
(From January 1, 2011 to December 31, 2011)

(Millions of yen)

Item	Amount	
Revenue from operations		
Revenue from building business	39,589	
Revenue from residential business	71,680	
Revenue from other businesses	1,049	112,318
Cost of revenue		
Cost of building business	33,584	
Cost of residential business	64,993	
Cost of other businesses	4,024	102,602
Gross profit		9,715
Selling, general and administrative expenses		14,267
Operating loss		4,551
Non-operating income		
Interest and dividend income	1,660	
Others	281	1,941
Non-operating expenses		
Interest expense	7,269	
Bond issuance cost	123	
Dividends paid under Real Estate Specified Joint Enterprise Law	1,734	
Provision for allowance for doubtful accounts	475	
Others	688	10,292
Ordinary loss		12,901
Extraordinary income		
Gain on sales of fixed assets	759	
Gain on sales of investment securities	804	
Reversal of allowance for doubtful accounts	15	1,579
Extraordinary loss		
Loss on sales of fixed assets	0	
Loss on disposal of fixed assets	89	
Loss on reconstruction of buildings	215	
Write-down of investment securities	43,301	
Loss on sale of stocks of subsidiaries and affiliates	1	
Write-down of stocks of subsidiaries and affiliates	426	
Provision for investment loss	19,025	
Provision for environmental measures	1	
Impairment loss	1,560	
Loss on disaster	341	64,963
Loss before income taxes		76,285
Current income taxes	69	
Deferred income taxes	(4,583)	(4,513)
Net Loss		71,772

Note: Figures less than a million are rounded down.

Non-Consolidated Statement of Changes in Shareholders' Equity
(From January 1, 2011 to December 31, 2011)

(Millions of yen)

	Shareholders' equity						
	Capital stock	Capital surplus			Retained earnings		
		Legal capital reserve	Other	Total	Other retained earnings		Total retained earnings
					Reserve for reduction entry of property replacement	Retained earnings brought forward	
Balance as of Dec. 31, 2010	92,451	77,108	13,277	90,386	4,552	41,771	46,324
Changes in items during the term							
Dividends from surplus						(1,730)	(1,730)
Net loss						(71,772)	(71,772)
Disposal of treasury stock			(0)	(0)			
Acquisition of treasury stock							
Increase in reserve for reduction entry of property replacement					384	(384)	-
Net amount of changes in items other than shareholders' equity							
Total amount of changes during the term	-	-	(0)	(0)	384	(73,887)	(73,502)
Balance as of Dec. 31, 2011	92,451	77,108	13,276	90,385	4,937	(32,115)	(27,178)

	Shareholders' equity		Valuation and translation adjustments			Total net assets
	Treasury stock	Total shareholders' equity	Valuation difference on available-for-sale securities	Revaluation reserve for land	Total valuation and translation adjustments	
Balance as of Dec. 31, 2010	(265)	228,896	10,376	13,637	24,013	252,910
Changes in items during the term						
Dividends from surplus		(1,730)				(1,730)
Net loss		(71,772)				(71,772)
Disposal of treasury stock	1	0				0
Acquisition of treasury stock	(5)	(5)				(5)
Increase in reserve for reduction entry of property replacement						
Net amount of changes in items other than shareholders' equity			(42)	2,809	2,767	2,767
Total amount of changes during the term	(3)	(73,507)	(42)	2,809	2,767	(70,739)
Balance as of Dec. 31, 2011	(268)	155,389	10,334	16,446	26,781	182,171

Note: Figures less than a million are rounded down.