

**Form 605**

**Corporations Act 2001  
Section 671B**

**Notice of ceasing to be a substantial shareholder**

<u>To Company Name/Scheme</u>	"Goodman Group" (ASX:GMG), comprising Goodman Limited, Goodman Industrial Trust (of which the responsible entity is Goodman Funds Management Limited) and Goodman Logistics (HK) Limited
ACN	Not applicable

**1. Details of substantial holder**

Name The Goldman Sachs Group, Inc. ("GSGL") on behalf of itself and its subsidiaries ("Goldman Sachs Group") including its significant subsidiaries listed in Annexure A ("Significant Subsidiaries") and Goldman Sachs Holdings ANZ Pty Limited and its subsidiaries ("Goldman Sachs Australia Group").

ACN/ARSN (if applicable) Not applicable

The holder ceased to be a substantial holder on 12 December 2012  
 The previous notice was given to the company on 14 December 2012  
 The previous notice was dated 14 December 2012

**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of Change	Holder of Relevant Interest	Nature of Change	Consideration (AUD)	Class and Number of Securities	Person's votes affected
12/12/2012	Goldman Sachs Australia Pty Ltd ("GSA")	GSA changed its relevant interest in stapled securities, that arose under the sale agreement with Leader Investment Corporation, when it procured purchasers for those stapled securities pursuant to the sale agreement (copy attached to a Form 603 lodged earlier today)	N/A	Stapled Securities 116,671,226	116,671,226

**3. Changes in association**

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN (if applicable)	Nature of association
N/A	N/A

**4. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
The Goldman Sachs Group Inc	Corporation Trust Center, 1209 Orange Street, Wilmington DE 19801, U.S.A.


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Goldman Sachs Australia Pty Ltd	Level 17, 101 Collins Street, Melbourne VIC 3000
Goldman Sachs Australia Group	Level 17, 101 Collins Street, Melbourne VIC 3000
Leader Investment Corporation	New Poly Plaza, No.1 Chaoyangmen Beidajie, Dongcheng District, Beijing, 100010

## Signature

Print name      Michael Corwin      Capacity      Authorised Person  
(signing under power of attorney in  
accordance with section 52 of the  
Corporations Act)

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Sign here            Date      14 December 2012

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## Annexure A

**Significant Subsidiaries of The Goldman Sachs Group, Inc.**

The following are significant subsidiaries of The Goldman Sachs Group, Inc. as of December 31, 2011 and the states or jurisdictions in which they are organized. Indentation indicates the principal parent of each subsidiary. The Goldman Sachs Group, Inc. owns, directly or indirectly, at least 99% of the voting securities of substantially all of the subsidiaries included below. The names of particular subsidiaries have been omitted because, considered in the aggregate as a single subsidiary, they would not constitute, as of the end of the year covered by this report, a "significant subsidiary" as that term is defined in Rule 1-02(w) of Regulation S-X under the Securities Exchange Act of 1934.

Name	State or Jurisdiction of Organization of Entity
The Goldman Sachs Group, Inc.	Delaware
Goldman, Sachs & Co.	New York
Goldman Sachs (UK) L.L.C.	Delaware
Goldman Sachs Group Holdings (U.K.)	United Kingdom
Goldman Sachs International Bank	United Kingdom
Goldman Sachs Holdings (U.K.)	United Kingdom
Goldman Sachs International	United Kingdom
Goldman Sachs Asset Management International	United Kingdom
Shire UK Limited	United Kingdom
KPL Finance Limited	Cayman Islands
GS Financial Services L.P. (Del)	Delaware
JLO LLC	Cayman Islands
Jupiter Investment Co., Ltd.	Japan
Goldman Sachs Global Holdings L.L.C.	Delaware
GS Asian Venture (Delaware) L.L.C.	Delaware
Triumph II Investments (Ireland) Limited	Ireland
GS Diversified Funding LLC	Delaware
Panda Investments Ltd	Mauritius
GS (Asia) L.P.	Delaware
Goldman Sachs (Japan) Ltd.	British Virgin Islands
Goldman Sachs Japan Co., Ltd.	Japan
J. Aron Holdings, L.P.	Delaware
J. Aron & Company	New York
Horizon Fundo De Investimento Multimercado Credito Privado - Investimento No Exterior	Brazil
Goldman Sachs Asset Management, L.P.	Delaware
Goldman Sachs Hedge Fund Strategies LLC	Delaware
Goldman Sachs (Cayman) Holding Company	Cayman Islands
Goldman Sachs (Cayman) Trust, Limited	Cayman Islands
Goldman Sachs (Asia) Corporate Holdings L.P.	Delaware
Goldman Sachs Holdings (Hong Kong) Limited	Hong Kong
Goldman Sachs (Asia) Finance	Mauritius
Goldman Sachs (Asia) LLC	Delaware
Goldman Sachs (Asia) Securities Limited	Hong Kong
Goldman Sachs Financial Markets, L.P.	Delaware
MTGLQ Investors, L.P.	Delaware
ELQ Investors, Ltd	United Kingdom
GS European Opportunities Fund B.V.	Netherlands
GS European Strategic Investment Group B.V.	Netherlands
Opal Resources LLC	Delaware
GS Mehetia LLC	Delaware
Mehetia Holdings Inc.	Delaware
GS Lending Partners Holdings LLC	Delaware
Goldman Sachs Lending Partners LLC	Delaware
Goldman Sachs Bank USA	New York
Goldman Sachs Mortgage Company	New York
GSCP (DEL) Inc.	Delaware
Goldman Sachs Credit Partners L.P.	Bermuda
GSTM LLC	Delaware
SLK LLC	New York
Goldman Sachs Execution & Clearing, L.P.	New York
GS Financial Services II, LLC	Delaware
GS Funding Europe	United Kingdom
GS Funding Europe I Ltd.	Cayman Islands

Name	State or Jurisdiction of Organization of Entity
GS Funding Europe II Ltd.	Cayman Islands
GS Investment Strategies, LLC	Delaware
GSEM (Del) Inc.	Delaware
GSEM (Del) Holdings, L.P.	Delaware
GSEM Bermuda Holdings, L.P.	Bermuda
GSEM (Del) LLC	Delaware
GS Equity Markets, L.P.	Bermuda
GSIP Holdco A LLC	Delaware
Special Situations Investing Group, Inc.	Delaware
GS Mortgage Derivatives, Inc.	Delaware
GS Direct, L.L.C.	Delaware
Commonwealth Annuity and Life Insurance Company	Massachusetts
First Allmerica Financial Life Insurance Company	Massachusetts
Goldman Sachs Specialty Lending Holdings, Inc. II	Delaware
Goldman Sachs Specialty Lending CLO-I, Ltd.	Cayman Islands
GS Power Holdings LLC	Delaware
Natural Resources Investments S.L.	Spain
Comercializadora Internacional Colombian Natural Resources I S.A.S.	Colombia
Mitsi Holdings LLC	Delaware
Metro International Trade Services LLC	Delaware
MLO Investors, L.P.	Delaware
AR Holdings (Delaware) L.L.C.	Delaware
AR Holdings GK	Japan
GK Kagurazaka Holdings	Japan
GK Arisugawa Finance	Japan
K.K. Minato Saiken Kaishu	Japan
GS PIA Holdings GK	Japan
Crane Holdings Ltd.	Japan
Goldman Sachs Realty Japan Ltd.	Japan
Goldman Sachs Ireland Group Holdings LLC	Delaware
Goldman Sachs Ireland LLC	Delaware
Goldman Sachs Ireland Group Limited	Ireland
Goldman Sachs Ireland Holdings Limited	Ireland
Goldman Sachs Bank (Europe) plc	Ireland
Rothesay Life, L.L.C.	Delaware
Rothesay Life (Cayman) Limited	Cayman Islands
Rothesay Life Limited	United Kingdom
ELO Holdings (Del) LLC	Delaware
ELO Holdings (UK) Ltd	United Kingdom
ELO Investors II Ltd	United Kingdom
Goldman Sachs Specialty Lending Holdings, Inc.	Delaware
Goldman Sachs Holdings ANZ Pty Limited	Australia
GS HLDGS ANZ II Pty Ltd	Australia
Goldman Sachs Australia Group Holdings Pty Ltd	Australia
Goldman Sachs Australia Pty Ltd	Australia
Archon International Inc.	Delaware
Archon Group Deutschland GMBH	Germany
Goldman Sachs Private Equity Group Master Fund I, LLC	Delaware

## THE GOLDMAN SACHS GROUP, INC AND ITS SUBSIDIARIES

### Signature

Print name	Michael Corwin (signing under power of attorney in accordance with section 52 of the Corporations Act)	Capacity	Authorised Person
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Sign here



Date

14 December 2012