



Date: 4-Mar-09

The Manager
Listings Department
Australian Stock Exchange Limited

No. of Pages (incl.): 4

NOTICE OF INITIAL SUBSTANTIAL HOLDER

Dear Sir/Madam,

Pursuant to Section 671B of the Corporations Law, AMP Limited discloses a substantial holding in Goodman Group .

The enclosed ASIC Form 603 discloses all required details.

Yours faithfully,

Justin Christopher
Head of Custody
BNP Paribas Securities Services
Phone: 02 9222 0029

Form 603
Corporations Law
Section 671B
Notice of Initial Substantial Holder

To: **Goodman Group**

ACN/ARSN: 000 123 071 / 091 213 839

1. Details of substantial holder

Name: AMP Limited (ACN 079 354 519) and its related bodies corporate.

The holder became a substantial holder on 02-Mar-2009

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate had a relevant interest on the date the substantial holder became a substantial holder are as follows:

<i>Class of securities</i>	<i>Number of Securities</i>	<i>Persons' votes</i>	<i>Voting power</i>
Stapled Securities US Prohibit	144,275,644	144,275,644	5.19%

3. Details of relevant interests

The nature of relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

<i>Holder of relevant interest</i>	<i>Nature of relevant interests</i>	<i>Class and number of securities</i>	<i>Person's votes affected</i>
AMP Life Limited ("AMP Life")	AMP Life is entitled to be the registered holder of the class and number of securities listed beside its name. AMP Life is a controlled body corporate of AMP Limited within the meaning of Section 608(3) of the Corporations Law	Stapled Securities US Prohibited: 61,472,312	61,472,312
AMP Capital Investors (NZ) Limited ("AMP Capital NZ")	AMP Capital NZ is a controlled body corporate of AMP Limited within the meaning of Section 608(3) of the Corporations Law	Stapled Securities US Prohibited: 393,801	393,801
AMP Capital Investors Limited ("AMP Capital")	AMP Capital, in its capacity as the investment manager for the persons or trusts listed besides its name in Paragraph 4, has the power to control voting and/or the disposal of securities. AMP Capital is a controlled body corporate of AMP Limited within the meaning of Section 608(3) of the Corporations Law	Stapled Securities US Prohibited: 77,799,371	77,799,371
AMP Capital Investors Limited as Responsible Entity of the Future Directions Australian Share Fund	AMP Capital Investors Limited is a controlled body corporate of AMP Limited within the meaning of Section 608(3) of the Corporations Law	Stapled Securities US Prohibited: 2,913,100	2,913,100
AMP Capital Investors Limited as Responsible Entity of the Future Directions Australian Share Fund	AMP Capital Investors Limited is a controlled body corporate of AMP Limited within the meaning of Section 608(3) of the Corporations Law	Stapled Securities US Prohibited: 597,060	597,060
AMP Capital Investors Limited as Responsible Entity of the EFM Listed Property Fund 1	AMP Capital, in its capacity as the investment manager for the persons or trusts listed besides its name, has the power to control voting and/or the disposal of securities. AMP Capital is a controlled body corporate of AMP Limited within the meaning of Section 608(3) of the Corporations Law	Stapled Securities US Prohibited: 1,100,000	1,100,000
Total:			144,275,644

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

<i>Holder of relevant interest</i>	<i>Registered holder of securities</i>	<i>Person entitled to be registered as holder</i>	<i>Class and number of securities</i>	<i>Person's votes affected</i>
AMP Life Limited	AMP Life Limited	AMP Life Limited	Stapled Securities US Prohibited: 61,472,312	61,472,312
AMP Capital Investors (NZ) Limited	AMP Capital Global Property Securities Fund	Pageant Limited	Stapled Securities US Prohibited: 393,801	393,801
AMP Capital Investors Limited	Cogent Nominees Pty Limited <SMP Accounts>	Cogent Nominees Pty Limited <SMP Accounts>	Stapled Securities US Prohibited: 45,296,944	45,296,944

	Cogent Nominees Pty Limited	Cogent Nominees Pty Limited	Stapled Securities US Prohibited: 14,452,990	14,452,990
	National Nominees Pty Limited	Nikko AMP Global REIT Fund	Stapled Securities US Prohibited: 4,860,744	4,860,744
	The Northern Trust Company	DBS Global Property Sector Fund	Stapled Securities US Prohibited: 362,381	362,381
	The Northern Trust Company	AMPCI KGR Reit USD Fund	Stapled Securities US Prohibited: 5,589	5,589
	The Northern Trust Company	UNWRA - GLPS Equities	Stapled Securities US Prohibited: 257,463	257,463
	Citicorp Nominees Pty Limited	Stichting Pensionfonds Hoogovens	Stapled Securities US Prohibited: 256,758	256,758
	Goldman Sachs	AMP Capital Investors Australian Equity Long Short Fund	Stapled Securities US Prohibited: 354,228	354,228
	JP Morgan Nominees Australia Limited	Stichting Pensionfonds ABP	Stapled Securities US Prohibited: 1,382,765	1,382,765
	JP Morgan Nominees Australia Limited	QLD Local Government Superannuation Board	Stapled Securities US Prohibited: 94,029	94,029
	JP Morgan Nominees Australia Limited	State Authority Superannuation Scheme	Stapled Securities US Prohibited: 2,051,596	2,051,596
	JP Morgan Nominees Australia Limited	ARIA scheme	Stapled Securities US Prohibited: 2,153,172	2,153,172
	JP Morgan Nominees Australia Limited	DKA AMP Global REIT Mother Fund	Stapled Securities US Prohibited: 835,579	835,579
	National Nominees Pty Limited	Government Employees Superannuation Board	Stapled Securities US Prohibited: 1,351,593	1,351,593
	National Nominees Pty Limited	Christian Superannuation Fund	Stapled Securities US Prohibited: 560,351	560,351
	National Nominees Pty Limited	Government Employees Superannuation Board of WA - Sustainable Fund	Stapled Securities US Prohibited: 1,259,355	1,259,355
	National Nominees Pty Limited	Telstra Listed Property Trust	Stapled Securities US Prohibited: 2,263,834	2,263,834
AMP Capital Investors Limited as Responsible Entity of the Future Directions Australian Share Fund	Cogent Nominees Pty Limited	AMP Capital Investors Limited	Stapled Securities US Prohibited: 2,913,100	2,913,100
AMP Capital Investors Limited as Responsible Entity of the Future Directions Enhanced Index Global Property Securities Fund	Cogent Nominees Pty Limited	AMP Capital Investors Limited	Stapled Securities US Prohibited: 597,060	597,060
AMP Capital Investors Limited as Responsible Entity of the EFM Listed Property Fund 1	Cogent Nominees Pty Limited	AMP Capital Investors Limited	Stapled Securities US Prohibited: 1,100,000	1,100,000
Total:				144,275,644

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration	Class and number of securities
AMP Capital Investors Limited	1-Nov-2008 to 24-Nov-2009	\$17,243,366.50	Stapled Securities US Prohibited 23,426,121
AMP Henderson Global Investors (NZ) Limited	2-Nov-2008 to 2-Mar-2009	\$8,609,415.04	Stapled Securities US Prohibited 2,082,813
AMP Life Limited	11-Nov-2008 to 2-Mar-2009	\$46,826,518.38	Stapled Securities US Prohibited 56,754,458
AMPCI KGR Reit USD Fund	11-Nov-2008 to 17-Nov-2008	\$19,046.57	Stapled Securities US Prohibited 19,097
Christian Superannuation Fund	12-Nov-2008 to 19-Nov-2008	\$494,942.14	Stapled Securities US Prohibited 534,520
Cogent Investment Operations Pty Limited <Non Resident A/c>	11-Nov-2008 to 19-Nov-2008	\$332,498.49	Stapled Securities US Prohibited 325,666
Cogent Nominees Pty Limited	11-Nov-2008 to 23-Dec-2008	\$9,104,570.44	Stapled Securities US Prohibited 10,346,570
Cogent Nominees Pty Limited <SMP Accounts>	4-Nov-2008 to 7-Jan-2009	\$30,697,696.26	Stapled Securities US Prohibited 34,047,991
DBS Global Property Sector Fund	4-Nov-2008 to 11-Nov-2008	\$47,333.64	Stapled Securities US Prohibited 52,131

Government Employees Superannuation Board	12-Nov-2008 to 4-Feb-2009	\$3,169,478.49	Stapled Securities US Prohibited 3,578,119
Nikko AMP Global REIT Fund	12-Nov-08	\$733,769.10	Stapled Securities US Prohibited 815,299
Queensland Local Government Superannuation Board	17-Nov-2008 to 19-Dec-2008	\$265,555.11	Stapled Securities US Prohibited 298,929
State Authority Superannuation Scheme	17-Nov-2008 to 22-Jan-2009	\$7,476,386.15	Stapled Securities US Prohibited 8,328,359
Stichting Pensioenfond - ABP	17-Nov-08	\$2,775,998.70	Stapled Securities US Prohibited 3,084,443
Stichting Pensioenfond Hoogovens	10-Nov-08	\$341,852.40	Stapled Securities US Prohibited 379,836
Telstra Listed Property Trust	12-Nov-08	\$472,279.50	Stapled Securities US Prohibited 524,755

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN (if applicable) Nature of association

AMP Life Limited (ACN 079)	Related bodies corporate of AMP Limited under Part 1.2 of the Corporations Law.
AMP Capital Investors Limited	Related bodies corporate of AMP Limited under Part 1.2 of the Corporations Law.

7. Addresses

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

<i>Name</i>	<i>Address</i>
AMP Life Limited	Level 24, 33 Alfred Street, Sydney NSW 2000
AMP Capital Investors Limited	Level 22, 33 Alfred Street, Sydney NSW 2000
AMP Capital Investors (NZ) Limited	City Tower, 95 Custom House Quay, Wellington, N.Z.
Citicorp Nominees Pty Limited	101 Collins Street, Melbourne VIC 3000
Cogent Investment Operations Pty Limited	Level 6, 60 Castlereagh Street, Sydney NSW 2000
Cogent Nominees Pty Limited	Level 6, 60 Castlereagh Street, Sydney NSW 2000
DBS Global Property Sector Fund	8 Cross Street, # 27-01 PWC Building, Singapore 048424
Goldman Sachs Asia LLC	68th Floor, 2 Queens Road, Central Hong Kong
Government Employee Superannuation Board	PO Box J755, Perth WA 6842
JP Morgan Nominees Australia Limited	259 George Street, Sydney NSW 2000
National Nominees Pty Limited	271 Collins Street, Melbourne VIC 3000
Nikko AMP Global REIT Fund	1-1-3 Yurakucho Chiyoda-ku, Tokyo 100-0006 Japan
QLD Local Government Superannuation Board	Of GPO Box 264, Brisbane QLD 4001
State Authority Superannuation Scheme	Level 14, 83 Clarence Street, Sydney NSW 2000
Stichting Pensioenfond Hoogovens	PO Box 10,000, 1970 CA IJmuiden, The Netherlands
Stichting Pensioenfond ABP	PO Box 10,000, 1970 CA IJmuiden, The Netherlands
Telstra Listed Property Trust	Level 3, 215 Spring Street, Melbourne 3000
The Northern Trust Company	80 Raffles Place, #46-00 UOB Plaza 1 Singapore 048625

This Initial Substantial Holder Notice (ASIC Form 603) comprises 3 page/s in total.