



9 September 2008

The Manager
Company Notices Section
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir

**GMP: GOODMAN GROUP (GMG) ANNOUNCEMENT –
ISSUE OF SECURITIES, CLEANSING STATEMENT AND APPENDIX 3B**

We attach an announcement made by Goodman Group in relation to the issue of GMG securities, cleansing statement and appendix 3B.

Please contact the undersigned in relation to any queries.

Yours faithfully

A handwritten signature in black ink that reads "Carl Bicego". The signature is written in a cursive style with a large initial 'C'.

Carl Bicego
Company Secretary



9 September 2008

The Manager
Company Notices Section
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir

**GOODMAN GROUP
ISSUE OF SECURITIES, CLEANSING STATEMENT AND APPENDIX 3B**

We wish to advise that in connection with the earn-out provisions of the Eurinpro acquisition, 1,605,684 of fully paid ordinary Goodman Group stapled securities have been issued to an executive. The securities have been issued at a price of \$3.09 being the volume weighted average market price of Goodman Group stapled securities in the 10 trading days immediately prior to the date of issue.

The securities are subject to a voluntary escrow agreement until 31 December 2010 subject to certain exceptions. The issue of securities subject to the escrow arrangement is intended to assist in the long term retention of the executive as well as the alignment of interests with other Securityholders.

Securityholder approval is not required in relation to the issue of the securities. Attached is a notice under section 708A(5) and 1012DA(5) of the Corporations Act and an Appendix 3B in relation to the issue.

Please do not hesitate to contact the undersigned if you have any queries.

Yours faithfully

A handwritten signature in black ink that reads "Carl Bicego".

Carl Bicego
Company Secretary



9 September 2008

The Manager
Company Notices Section
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir

NOTICE UNDER SECTIONS 708A(5)(e) AND 1012DA(5)(e) OF THE CORPORATIONS ACT 2001

This notice is given by Goodman International Limited (“GIL”) and Goodman Funds Management Limited (“GFML”), as responsible entity of Goodman Industrial Trust, (together, “Goodman”) under sections 708A(5)(e) and 1012DA(5)(e) of the Corporations Act 2001 (Cth) (“Act”).

Goodman advise that:

- (a) Goodman has issued 1,605,684 stapled securities (“Securities”), each comprising one ordinary share (“Component Shares”) in Goodman International Limited and one unit in Goodman Industrial Trust (“Component Units”) under an earn out arrangement;
- (b) GIL has issued the Component Shares without disclosure to investors under Part 6D.2 of the Act;
- (c) GFML has issued the Component Units without a product disclosure statement for the Component Units being prepared;
- (d) as disclosing entities, each of GIL and Goodman Industrial Trust are subject to regular reporting and disclosure obligations;
- (e) as at the date of this notice, Goodman has complied with:
 - the provisions of Chapter 2M of the Act as they apply to Goodman; and
 - section 674 of the Act as it applies to GIL and Goodman Industrial Trust; and
- (f) as at the date of this notice, there is no excluded information of the type referred to in sections 708A(7), 708A(8), 1012DA(7) and 1012DA(8) of the Act.

Yours faithfully

Carl Bicego
Company Secretary

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

Goodman Group

ACN

Goodman International Limited ACN 000 123 071
Goodman Industrial Trust ARSN 091 213 839

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|--|
| 1 | +Class of +securities issued or to be issued | Ordinary stapled securities |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1,605,684 |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary stapled securities subject to a Voluntary Escrow Agreement until 31 December 2010 subject to certain exceptions. |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>The new stapled securities rank equally with the existing stapled securities of Goodman Group (GMG).</p>						
<p>5 Issue price or consideration</p>	<p>\$3.09 per security</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>In connection with the earn-out provisions of the Eurinpro acquisition.</p>						
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>8 September 2008</p>						
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="686 1254 1037 1299">Number</th> <th data-bbox="1037 1254 1299 1299">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="686 1299 1037 1433">1,715,805,005</td> <td data-bbox="1037 1299 1299 1433">Ordinary Stapled Securities</td> </tr> </tbody> </table>	Number	+Class	1,715,805,005	Ordinary Stapled Securities		
	Number	+Class					
1,715,805,005	Ordinary Stapled Securities						
<p>9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="686 1467 1037 1512">Number</th> <th data-bbox="1037 1467 1299 1512">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="686 1512 1037 1601">1,605,684</td> <td data-bbox="1037 1512 1299 1601">Ordinary Stapled Securities</td> </tr> <tr> <td data-bbox="686 1601 1037 1724">102,812,279</td> <td data-bbox="1037 1601 1299 1724">Options over Ordinary Stapled Securities</td> </tr> </tbody> </table>	Number	+Class	1,605,684	Ordinary Stapled Securities	102,812,279	Options over Ordinary Stapled Securities
	Number	+Class					
1,605,684	Ordinary Stapled Securities						
102,812,279	Options over Ordinary Stapled Securities						
<p>10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>	<p>Refer to section 4 above</p>						

+ See chapter 19 for defined terms.

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	Not applicable
12	Is the issue renounceable or non-renounceable?	Not applicable
13	Ratio in which the +securities will be offered	Not applicable
14	+Class of +securities to which the offer relates	Not applicable
15	+Record date to determine entitlements	Not applicable
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
17	Policy for deciding entitlements in relation to fractions	Not applicable
18	Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	Not applicable
19	Closing date for receipt of acceptances or renunciations	Not applicable
20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Not applicable
25	If the issue is contingent on +security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	Not applicable
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	+Despatch date	Not applicable

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(tick one)
- (a) Securities described in Part 1

+ See chapter 19 for defined terms.

- (b) All other securities
 Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
 1 - 1,000
 1,001 - 5,000
 5,001 - 10,000
 10,001 - 100,000
 100,001 and over
- 37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

- 38 Number of securities for which +quotation is sought
- 39 Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?
- If the additional securities do not rank equally, please state:
- the date from which they do
 - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
 - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
-

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

41 Reason for request for quotation now
 Example: In the case of restricted securities, end of restriction period
 (if issued upon conversion of another security, clearly identify that other security)

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42 Number and +class of all +securities quoted on ASX (*including* the securities in clause 38)

Number	+Class

Quotation agreement

1 +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

+ See chapter 19 for defined terms.

- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: 
(Company Secretary)

Date: 8 September 2008

Print name: Carl Bicego