

**Goldman Sachs (Asia) L.L.C.**

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**BY ELECTRONIC SUBMISSION**

12 December 2012

Australian Securities Exchange  
Exchange Center  
20 Bridge Street  
Sydney, NSW, 2000  
Australia

Dear Sir/Madam,

We attach a Form 603 and a Form 605 in relation to Southern Cross Media Group Limited (ACN 116 024 536) ("Southern"), which were not lodged within prescribed timeframes. We now lodge these forms with the understanding that your records will be updated to reflect the positions held on the relevant dates. These forms were not lodged on the relevant dates as two accounts were incorrectly identified and therefore excluded from our substantial shareholder calculation. Once identified and included in the calculation, it showed that The Goldman Sachs Group, Inc. (GSGI) and its subsidiaries became a substantial shareholder on 21 November 2012 and subsequently ceased to be a substantial shareholder on 7 December 2012. Accordingly and upon becoming aware of these events, we now lodge Form 603 reflecting that GSGI became a substantial shareholder as of 21 November 2012 and Form 605 reflecting that GSGI ceased to be a substantial shareholder as of 7 December 2012.

Yours faithfully,

A handwritten signature in black ink, appearing to read "Michael B. Corwin", followed by a horizontal line.

Michael B. Corwin  
Executive Director

Enclosures

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial shareholder**

To Company Name/Scheme

SOUTHERN CROSS MEDIA GROUP LIMITED

ACN

116 024 536

**1. Details of substantial holder (1)**

Name The Goldman Sachs Group, Inc. ("GSGI") 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 became a substantial holder on

November 21 2012  
(Date when the substantial shareholder become aware of the relevant interest: December 12 2012)

**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 (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities	Number of securities	Persons' votes	Voting power
Fully paid ordinary shares	35,499,490	35,499,490	5.04%

**3. Details of relevant interests**

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

Holder of relevant interest	Nature of relevant interest	Class and number of securities
GSGI	GSGI has a relevant interest in these fully paid ordinary shares by virtue of section 608(3) of the Corporations Act 2001.	35,499,490 fully paid ordinary shares
Goldman Sachs Financial Markets Pty Ltd ("GAUS")	GAUS beneficially owns fully paid ordinary shares.	747,433 fully paid ordinary shares
Goldman Sachs International ("GSI")	GSI has relevant interest in these fully paid ordinary shares through a securities loan agreement with GAUS.	747,433 fully paid ordinary shares
Goldman Sachs Asset Management Australia Pty Ltd ("GSAMA")	GSAMA has a relevant interest in 23,734,199 fully paid ordinary shares in its capacity as investment manager for a range of client portfolios.	23,734,199 fully paid ordinary shares
Goldman Sachs Australia Managed Funds Limited ("GSAMF")	GSAMF has a relevant interest in 9,802,235 fully paid ordinary shares in its capacity as responsible entity for the range of Goldman Sachs Australia Managed Funds.	9,802,235 fully paid ordinary shares
GSAMA	GSAMA has a relevant interest in 9,802,235 fully paid ordinary shares in its capacity as investment manager for the range of Goldman Sachs Australia Managed Funds.	9,802,235 fully paid ordinary shares

Goldman Sachs Asset Management L.P. ("GSAMLP")	GSAMLP has a relevant interest in 32,007 fully paid ordinary shares in its capacity as investment manager for a range of client portfolios.	32,007	fully paid ordinary shares
GSI	GSI beneficially owns fully paid ordinary shares.	1,183,616	fully paid ordinary shares

#### 4. Details of present registered holders

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

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Class and number of securities
GAUS GSI	HSBC Custody Nominees Australia Limited	GAUS	747,433 fully paid ordinary shares
GSAMA	Citicorp Nominees Pty Ltd	Various clients	23,734,199 fully paid ordinary shares
GSAMF GSAMA	RBC Dexia Investor Services Australia Pty Limited	GSAMF as the responsible entity or the range of Goldman Sachs Australia Managed Funds	9,802,235 fully paid ordinary shares
GSAMLP	Bank of New York Mellon	Various clients	32,007 fully paid ordinary shares
GSI	HSBC Custody Nominees Australia Limited	GSI	1,183,616 fully paid ordinary shares

#### 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	Number of Fully Paid Ordinary Shares	Total consideration
GSI	7/27/2012	75,000	86,183
GSI	7/30/2012	56,000	65,520
GSI	8/16/2012	1,294	1,553
GSAMA	8/24/2012	73,900	89,234
GSAMA	8/24/2012	159,000	191,993
GSAMF	8/24/2012	93,400	112,781
GSAMA	8/24/2012	187,100	225,923
GSAMA	8/29/2012	36,538	45,490
GAUS	8/31/2012	37,326	44,418
GAUS	8/31/2012	27,016	32,149
GAUS	9/3/2012	40,516	47,201
GAUS	9/4/2012	107,838	124,553
GSI	9/6/2012	13,623	15,190
GAUS	9/6/2012	84,465	94,178
GSI	9/7/2012	1,140	1,303
GSI	9/11/2012	55,000	61,617
GSI	9/11/2012	17,125	19,190
GAUS	9/12/2012	53,901	60,369
GSI	9/14/2012	35,098	38,352
GAUS	9/19/2012	260,374	281,204
GSI	9/19/2012	239,811	254,200
GSI	9/19/2012	13,623	14,440
GAUS	9/20/2012	13,193	13,985
GSI	9/20/2012	25,357	27,036

GSI	9/20/2012	13,193	13,985
GAUS	9/21/2012	207,301	210,394
GAUS	9/21/2012	153,774	163,769
GAUS	9/24/2012	79,182	80,370
GSI	9/25/2012	49	49
GAUS	9/25/2012	79,593	79,991
GAUS	9/25/2012	26,531	26,664
GSI	9/25/2012	8,527	8,438
GSI	9/25/2012	26,531	26,664
GAUS	9/27/2012	184,316	183,394
GSI	9/27/2012	13,337	13,337
GSI	10/9/2012	50,000	53,130
GAUS	10/30/2012	67,976	70,695
GAUS	10/31/2012	51,402	52,944
GSAMF	10/31/2012	2,059	2,141
GAUS	11/5/2012	13,002	13,392
GAUS	11/13/2012	71,631	75,595
GAUS	11/21/2012	26,300	28,510
GSAMA	11/21/2012	845,238	921,309
GSAMF	11/21/2012	322,600	351,763

## 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
N/A	N/A

## 7. Addresses

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

Name	Address
GSGI	Corporation Trust Center, 1209 Orange Street, Wilmington DE 19801, U.S.A.
Goldman Sachs Financial Markets Pty Ltd	Level 17, 101 Collins Street, Melbourne, Victoria 3000
Goldman Sachs Asset Management Australia Pty Ltd	Level 17, 101 Collins Street, Melbourne, Victoria 3000
Goldman Sachs Australia Managed Funds Limited	Level 17, 101 Collins Street, Melbourne, Victoria 3000
Goldman Sachs Asset Management L.P.	32 Old Slip, New York, New York, 10005 U.S.A.
Goldman Sachs International	Peterborough Court, 133 Fleet Street, London EC4A 2BB, United Kingdom
Citicorp Nominees Pty Ltd	Lvl 25, 2 Chifley Sq Sydney 2000
RBC Dexia Investor Services Australia Pty Limited	2 Park Street, Level 17, Sydney, NSW 2000
Bank of New York Mellon	One Wall Street, New York, NY 10286
HSBC Custody Nominees Australia Limited	GPO Box 5302, Sydney NSW 2001

**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	December 12 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
MTGLO 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 Colombiana Natural Resources I S.A.S.	Colombia
Mitsi Holdings LLC	Delaware
Metro International Trade Services LLC	Delaware
MLQ 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
Rothsay Life, L.L.C.	Delaware
Rothsay Life (Cayman) Limited	Cayman Islands
Rothsay Life Limited	United Kingdom
ELQ Holdings (Del) LLC	Delaware
ELQ Holdings (UK) Ltd	United Kingdom
ELQ 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

sign here



date

December 12 2012