

FACSIMILE TRANSMISSION**BROWN
WRIGHT
STEIN**

L A W Y E R S

TO: ASX Company Announcements Office Sydney
FAX NO: 1300 135 638
SENDER: Michael Malanos
PARTNER: Chris Brown
DATE: 14 December 2010
RE: OOH!MEDIA GROUP LIMITED ("OOH")
ASX CODE: OOH
NOTICE OF CHANGE OF INTERESTS OF
SUBSTANTIAL HOLDER
PFG INVESTMENTS PTY LIMITED ("PFG")

ABN 34 005 611 431
Level 6, 179 Elizabeth St
Sydney NSW 2000PO Box A2625
Sydney South NSW 1235T 02 9394 1010
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NO OF PAGES: 7 (including this page)

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L A W Y E R S

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14 December 2010

Our Ref: MLM/CHB/030365
Your Ref:

ASX Company Announcements Office Sydney

By Facsimile: 1300 135 638

AND

Mike Egan
Company Secretary
OOH! Media Group

By Email: mikee@oohmedia.com.au

Dear Sirs

RE: OOH!MEDIA GROUP LIMITED ("OOH")
ASX CODE: OOH
NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER
PFG INVESTMENTS PTY LIMITED ("PFG")
147 149 938 PTY LIMITED A.C.N. 147 149 938 ("147")

We act for PFG.

PFG is a wholly owned subsidiary of Phoenix Funds Group Pty Limited ("Funds").

Phoenix No. 1 Pty Limited ("No. 1") is also a wholly owned subsidiary of Funds.

PFG and Funds and No. 1 constitute a corporate group.

Spencer Street Super Pty Limited ("Super") is the trustee of a super fund of which a director of each member of the corporate group other than Super is an associate of the sole director and member of the fund.

Super is considered an associate of each member of the corporate group on the basis that it is a body corporate controlled by an entity that controls the primary person within the meaning of section 12(2)(a) of the Corporations Act.

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ASX Company Announcements Office Sydney
Mark Egan
Company Secretary
OOH! Media Group

14 December 2010

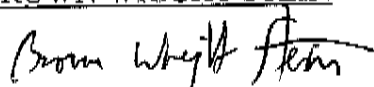
147 is the trustee of a super fund of which a director of each member of the corporate group is a director and member of the fund.

147 is considered an associate of each member of the corporate group on the basis that it is a body corporate controlled by an entity that controls the primary person within the meaning of section 12(2)(a) of the Corporations Act.

Attached is an ASIC form 604 "Notice of change of interests of substantial holder" on behalf of PFG and the corporate group.

Yours faithfully

BROWN WRIGHT STEIN



Enc

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Ooh!Media Group Limited

ACN/ARSN 091 780 924

1. Details of substantial holder (1)

Name PFG Investments Pty Limited ATF PFG Investments Trust

ACN/ARSN (if applicable) 138 878 738

There was a change in the interests of the
substantial holder on 10/12/2010

The previous notice was given to the company on 13/08/2010

The previous notice was dated 13/08/2010

2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes (5)		Person's votes	Voting power (5)
Ordinary shares	21,910,000	5.75%	70,631,580	18.12%

3. 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	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
18/08/10	Phoenix No. 1 Pty Ltd	On-Market	9,805	ordinary 50,000	Phoenix No. 1 Pty Limited
20/08/10	Phoenix No. 1 Pty Ltd	On-Market	9,805	ordinary 50,000	Phoenix No. 1 Pty Limited
25/08/10	Phoenix No. 1 Pty Ltd	On-Market	1,927	ordinary 9,851	Phoenix No. 1 Pty Limited
27/08/10	Phoenix No. 1 Pty Ltd	On-Market	10,280	ordinary 50,000	Phoenix No. 1 Pty Limited
06/09/10	Phoenix No. 1 Pty Ltd	On-Market	9,805	ordinary 50,000	Phoenix No. 1 Pty Limited
07/09/10	Phoenix No. 1 Pty Ltd	On-Market	7,779	ordinary 39,608	Phoenix No. 1 Pty Limited
10/09/10	Phoenix No. 1 Pty Ltd	On-Market	32,825	ordinary 150,000	Phoenix No. 1 Pty Limited
14/09/10	Phoenix No. 1 Pty Ltd	On-Market	6,205	ordinary 30,000	Phoenix No. 1 Pty Limited
15/09/10	Phoenix No. 1 Pty Ltd	On-Market	260	ordinary 1,000	Phoenix No. 1 Pty Limited
16/09/10	Phoenix No. 1 Pty Ltd	On-Market	2,055	ordinary 10,000	Phoenix No. 1 Pty Limited
01/11/10	Phoenix No. 1 Pty Ltd	Off-Market	-\$200,000	ordinary -740,459	Phoenix No. 1 Pty Limited
01/11/10	PFG Investments	Off-Market	200,000	ordinary 740,459	PFG

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	Pty Ltd				Investments Pty Ltd
01/11/10	Spencer Street Super Pty Ltd	Off-Market	1,120,000	ordinary -4,000,000	Spencer Street Super Pty Ltd
01/11/10	PFG Investments Pty Ltd	Off-Market	1,120,000	ordinary 4,000,000	PFG Investments Pty Ltd
01/11/10	Phoenix Funds Group Pty Ltd	Off-Market	-720,000	ordinary -2,650,000	Phoenix Funds Group Pty Ltd
01/11/10	PFG Investments Pty Ltd	Off-Market	720,000	ordinary 2,650,000	PFG Investments Pty Ltd
19/11/10	PFG Investments Pty Ltd	Off-Market	72,900	ordinary 2,700,000	PFG Investments Pty Ltd
19/11/10	PFG Investments Pty Ltd	Off-Market	76,400	ordinary 382,000	PFG Investments Pty Ltd
19/11/10	PFG Investments Pty Ltd	Off-Market	5,063	ordinary 18,750	PFG Investments Pty Ltd
19/11/10	PFG Investments Pty Ltd	Off-Market	5,063	ordinary 18,750	PFG Investments Pty Ltd
19/11/10	PFG Investments Pty Ltd	Off-Market	5,063	ordinary 18,750	PFG Investments Pty Ltd
19/11/10	PFG Investments Pty Ltd	Off-Market	5,063	ordinary 18,750	PFG Investments Pty Ltd
19/11/10	PFG Investments Pty Ltd	Off-Market	33,750	ordinary 125,000	PFG Investments Pty Ltd
25/11/10	PFG Investments Pty Ltd	Off-Market	117,518	ordinary 435,250	PFG Investments Pty Ltd
25/11/10	PFG Investments Pty Ltd	Off-Market	61,763	ordinary 228,750	PFG Investments Pty Ltd
26/11/10	Spencer Street Super P/L	Off-Market	-\$202,500	ordinary -675,000	Spencer Street Super Pty Ltd
01/12/10	PFG Investments Pty Ltd	Off-Market	202,500	ordinary 675,000	PFG Investments Pty Ltd
03/12/10	PFG Investments Pty Ltd	Off-Market	81,000	ordinary 300,000	PFG Investments Pty Ltd
01/12/10	PFG Investments Pty Ltd	Off-Market	76,950	ordinary 285,000	PFG Investments Pty Ltd
08/12/10	PFG Investments Pty Ltd	Off-Market	113,400	ordinary 420,000	PFG Investments Pty Ltd
01/12/10	PFG Investments Pty Ltd	Off-Market	135,000	ordinary 500,000	PFG Investments Pty Ltd
10/12/10	PFG Investments Pty Ltd	Off-Market	89,100	ordinary 330,000	PFG Investments Pty Ltd
10/12/10	PFG Investments Pty Ltd	Off-Market	67,500	ordinary 250,000	PFG Investments Pty Ltd
10/12/10	PFG Investments Pty Ltd	Off-Market	67,500	ordinary 250,000	PFG Investments Pty Ltd
10/12/10	PFG Investments Pty Ltd	Off-Market	26,028	ordinary 96,400	PFG Investments Pty Ltd
10/12/10	PFG Investments Pty Ltd	Off-Market	162,000	ordinary 600,000	PFG Investments Pty Ltd
10/12/10	PFG Investments Pty Ltd	Off-Market	162,000	ordinary 600,000	PFG Investments Pty Ltd
10/12/10	PFG Investments Pty Ltd	Off-Market	135,500	ordinary 500,000	PFG Investments Pty Ltd

10/12/10	PFG Investments Pty Ltd	Off-Market	1,262,250	ordinary 4,675,000	PFG Investments Pty Ltd
07/12/10	PFG Investments Pty Ltd	On-Market	105,115.50	ordinary 500,000	PFG Investments Pty Ltd
13/12/10	PFG Investments Pty Ltd	On-Market	-\$105,115.50	ordinary -500,000	PFG Investments Pty Ltd
13/12/10	147 149 938 Pty Ltd	On-Market	\$112,500	ordinary 500,000	147 149 938 Pty Ltd
13/12/10	PFG Investments Pty Ltd	Off-Market	2,501,477.54	ordinary 9,264,732	PFG Investments Pty Ltd
13/12/10	PFG Investments Pty Ltd	Off-Market	2,700,000	ordinary 10,000,000	PFG Investments Pty Ltd
13/12/10	PFG Investments Pty Ltd	Off-Market	219,561.03	ordinary 813,189	PFG Investments Pty Ltd
13/12/10	PFG Investments Pty Ltd	Off-Market	405,000	ordinary 1,500,000	PFG Investments Pty Ltd
13/12/10	PFG Investments Pty Ltd	Off-Market	3,645,000	ordinary 13,500,000	PFG Investments Pty Ltd
13/12/10	PFG Investments Pty Ltd	Off-Market	189,000	ordinary 700,000	PFG Investments Pty Ltd
13/12/10	PFG Investments Pty Ltd	Off-Market	137,500	ordinary 510,000	PFG Investments Pty Ltd
13/12/10	PFG Investments Pty Ltd	Off-Market	63,990	ordinary 237,000	PFG Investments Pty Ltd
10/12/10	PFG Investments Pty Ltd	Off-Market	6,750	ordinary 25,000	PFG Investments Pty Ltd
10/12/10	PFG Investments Pty Ltd	Off-Market	9,450	ordinary 35,000	PFG Investments Pty Ltd
10/12/10	PFG Investments Pty Ltd	Off-Market	60,426	ordinary 223,800	PFG Investments Pty Ltd
10/12/10	PFG Investments Pty Ltd	Off-Market	94,500	ordinary 350,000	PFG Investments Pty Ltd

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
PFG Investments Pty Ltd ATF PFG Investments Trust	PFG Investments Pty Ltd ATF PFG Investments Trust	PFG Investments Pty Ltd ATF PFG Investments Trust	Registered holder	62,806,580 ordinary	62,806,580
147 149 938 Pty Ltd ATF 938 Superannuation Fund	147 149 938 Pty Ltd ATF 938 Superannuation Fund	147 149 938 Pty Ltd ATF 938 Superannuation Fund	Registered holder	500,000 ordinary	500,000
Spencer Street Super Pty Ltd ATF Spencer Street Superannuation Fund	Spencer Street Super Pty Ltd ATF Spencer Street Superannuation Fund	Spencer Street Super Pty Ltd ATF Spencer Street Superannuation Fund	Registered holder	7,325,000 ordinary	7,325,000 ordinary

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
147 149 938 Pty Limited ATF 938 Superannuation Fund	Body corporate controlled by an entity that controls the primary person

6. Addresses

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

Name	Address
PFG Investments Pty Ltd ATF PFG Investments Trust	Level 1, 27 Hotham Parade, Artarmon NSW 2064
Spencer Street Super Pty Limited ATF Spencer Street Superannuation Fund	Level 1, 27 Hotham Parade, Artarmon NSW 2064
147 149 938 Pty Limited ATF 938 Superannuation Fund	Level 1, 27 Hotham Parade, Artarmon NSW 2064

Signature

print name

JAMES MANNING

capacity

DIRECTOR

sign here



date

*14 / 12 / 2010***DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of 'associate' in section 9 of the Corporations Act 2001.
- (3) See the definition of 'relevant interest' in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of 'relevant agreement' in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write 'unknown'.
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.