

24 May 2012

Company Announcements Platform
Australian Securities Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam,

Notice of change of interests of substantial holder

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Change of Interests of Substantial Holder (Form 604) in respect of Bradken Limited.

A notice in substantially the same terms will also be lodged with the ASX on behalf of Westpac Banking Corporation (WBC).

Yours faithfully,

Chris Millard
Company Secretary

Form 604

Corporations Law
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme BRADKEN LIMITED

ACN/ARSN ABN 33 108 693 009

1. Details of substantial holder(1)

Name BT Investment Management Limited (BTT)

ACN/ARSN (if applicable) ABN 28 126 385 822

There was a change in the interests of the substantial holder on 22/05/2012

The previous notice was given to the company on 06/10/2011

The previous notice was dated 04/10/2011

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 in the company or scheme, are as follows:

Class of securities (4)	Previous Notice		Present Notice	
	Person's votes	Voting Power	Person's votes	Voting Power (5)
ORDINARY SHARES	14,096,092	8.39%	16,142,712	9.57%

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
22/05/2012	WBC & its Associates Westpac Financial Services Group Limited (WFSG), Equity Desk - (WIB) Westpac Institutional Bank *, Westpac RE Limited, Asgard Capital Management Limited, BT Funds Management No.2 Limited, Advance Asset Management Limited, BT Funds Management Limited,	See Schedule	See Schedule	See Schedule	See Schedule

	BT Investment Management (RE) Limited				
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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	Nature of relevant interest (6)	Number of securities
Advance Asset Management Limited	HSBC Custody Nominees (Australia) Limited.	Advance Asset Management Ltd is the RE of various unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	1,258,441
Asgard Capital Management Limited	ASGARD Capital Management Limited	Asgard Capital Management Limited ABN 92 009 279 592 AFSL 240695 RSE Licence L0001946 is the trustee, administrator and custodian of all Asgard superannuation entities, the (Hillross) PortfolioCare Retirement Plan and the BEACON Superannuation Plan. In those capacities, Asgard has the power to exercise the right to vote attached to, and to dispose of, the securities held by these entities.	184,776
BT Funds Management Limited	BT Portfolio Services Limited HSBC Custody Nominees (Australia) Limited.	BT Funds Management Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	1,775,680
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	BT Funds Management No 2 Limited is or may be the Manager of various Superannuation funds, Institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	1,243,271
BT Investment Management (RE) Limited	Permanent Trustee Australia Limited National Custodian Nominees NCS (National Bank Custodian Services) IAG Nominees Limited BNP Fund Services	BT Investment Management (RE) Limited is the RE and fund manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	11,516,559

	Australasia Pty Limited Australia and New Zealand Banking Group Limited Citicorp Nominees Pty Limited National Nominees Limited UBS Wealth Management National Australia Bank Limited JP Morgan Chase Bank National Australian Custodian Services HSBC Custody Nominees (Australia) Limited.		
Westpac RE Limited	HSBC Custody Nominees (Australia) Limited.	Westpac RE Pty Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	163,985

5. Changes in association

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

Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

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

Name	Address
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000
Westpac Financial Services Group Limited (WFSG)	Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000
Equity Desk - (WIB) Westpac Institutional Bank	Level 20, Westpac Place, 275 Kent St Sydney

*	NSW 2000
Westpac RE Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Asgard Capital Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management No.2 Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (RE) Limited	Level 15, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
BRADKEN LIMITED	Bradken Limited (BKN) 2 Maud Street MAYFIELD WEST NSW 2304 Tel: +61 02 4941 2600 Fax: +61 02 4967 5003

Signature

print name Chris Millard capacity Company Secretary

sign here _____ date 24/5/2012

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 Law.
- (3) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Law.
- (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 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 with 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).
- (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 changes in that association since the last substantial holding notice.

SCHEDULE

TRANSACTION HISTORY

Sales & Purchases for the period : 5/10/2011 to 22/05/2012

SECURITY: BKN

Advance Asset Management Limited

Date	Registered Company	Quantity	Value
5/10/2011	HSBC Custody Nominees (Australia) Limited.	12,066	75,291.84
6/10/2011	HSBC Custody Nominees (Australia) Limited.	12,249	82,190.79
11/10/2011	HSBC Custody Nominees (Australia) Limited.	-4,051	-28,357.00
19/10/2011	HSBC Custody Nominees (Australia) Limited.	-3,011	-22,100.74
20/10/2011	HSBC Custody Nominees (Australia) Limited.	-1,100	-8,096.00
21/10/2011	HSBC Custody Nominees (Australia) Limited.	-3,104	-23,062.72
25/10/2011	HSBC Custody Nominees (Australia) Limited.	-2,220	-16,960.80
27/10/2011	HSBC Custody Nominees (Australia) Limited.	-4,689	-36,527.31
8/11/2011	HSBC Custody Nominees (Australia) Limited.	-13,732	-105,461.76
10/11/2011	HSBC Custody Nominees (Australia) Limited.	-800	-6,008.00
21/11/2011	HSBC Custody Nominees (Australia) Limited.	-12,219	-90,298.41
8/12/2011	HSBC Custody Nominees (Australia) Limited.	-2,500	-19,150.00
12/12/2011	HSBC Custody Nominees (Australia) Limited.	-980	-7,506.80
13/12/2011	HSBC Custody Nominees (Australia) Limited.	-18,585	-138,644.10
13/12/2011	HSBC Custody Nominees (Australia) Limited.	-2,515	-18,761.90
19/12/2011	HSBC Custody Nominees (Australia) Limited.	11,115	79,805.70
20/12/2011	HSBC Custody Nominees (Australia) Limited.	-4,360	-30,781.60
20/12/2011	HSBC Custody Nominees (Australia) Limited.	-10,849	-76,159.98
20/12/2011	HSBC Custody Nominees (Australia) Limited.	-1,662	-11,667.24
21/12/2011	HSBC Custody Nominees (Australia) Limited.	-850	-6,154.00
23/12/2011	HSBC Custody Nominees (Australia) Limited.	11,076	80,301.00
4/01/2012	HSBC Custody Nominees (Australia) Limited.	-5,944	-43,569.52
4/01/2012	HSBC Custody Nominees (Australia) Limited.	-904	-6,626.32
4/01/2012	HSBC Custody Nominees (Australia) Limited.	-3,900	-28,587.00
11/01/2012	HSBC Custody Nominees (Australia) Limited.	-9,987	-71,706.66
13/01/2012	HSBC Custody Nominees (Australia) Limited.	-1,991	-14,255.56
13/01/2012	HSBC Custody Nominees (Australia) Limited.	-109	-780.44
16/01/2012	HSBC Custody Nominees (Australia) Limited.	285	2,017.80
17/01/2012	HSBC Custody Nominees (Australia) Limited.	244	1,749.48
18/01/2012	HSBC Custody Nominees (Australia) Limited.	18,877	137,235.79
23/01/2012	HSBC Custody Nominees (Australia) Limited.	-870	-6,585.90
24/01/2012	HSBC Custody Nominees (Australia) Limited.	-1,871	-14,219.60
27/01/2012	HSBC Custody Nominees (Australia) Limited.	-4,508	-35,658.28
7/02/2012	HSBC Custody Nominees (Australia) Limited.	6,483	51,086.04
8/02/2012	HSBC Custody Nominees (Australia) Limited.	-9,363	-75,559.41
8/02/2012	HSBC Custody Nominees (Australia) Limited.	-1,076	-8,683.32
8/02/2012	HSBC Custody Nominees (Australia) Limited.	-2,697	-22,034.49
9/02/2012	HSBC Custody Nominees (Australia) Limited.	-10,007	-82,757.89
9/02/2012	HSBC Custody Nominees (Australia) Limited.	-3,010	-25,193.70
13/02/2012	HSBC Custody Nominees (Australia) Limited.	-591	-4,869.84
13/02/2012	HSBC Custody Nominees (Australia) Limited.	-9,193	-75,750.32
14/02/2012	HSBC Custody Nominees (Australia) Limited.	-9,917	-80,327.70
17/02/2012	HSBC Custody Nominees (Australia) Limited.	-780	-6,302.40
22/02/2012	HSBC Custody Nominees (Australia) Limited.	156	1,294.80

27/02/2012	HSBC Custody Nominees (Australia) Limited.	-517	-4,322.12
27/02/2012	HSBC Custody Nominees (Australia) Limited.	-583	-4,873.88
27/02/2012	HSBC Custody Nominees (Australia) Limited.	-2,805	-23,505.90
27/02/2012	HSBC Custody Nominees (Australia) Limited.	-2,407	-20,026.24
27/02/2012	HSBC Custody Nominees (Australia) Limited.	-14,556	-122,707.08
2/03/2012	HSBC Custody Nominees (Australia) Limited.	-3,957	-32,447.40
2/03/2012	HSBC Custody Nominees (Australia) Limited.	-3,957	-32,447.40
2/03/2012	HSBC Custody Nominees (Australia) Limited.	3,957	32,447.40
13/03/2012	HSBC Custody Nominees (Australia) Limited.	3,105	25,492.05
14/03/2012	HSBC Custody Nominees (Australia) Limited.	446	3,666.12
14/03/2012	HSBC Custody Nominees (Australia) Limited.	-5,007	-41,157.54
15/03/2012	HSBC Custody Nominees (Australia) Limited.	7,744	64,197.76
15/03/2012	HSBC Custody Nominees (Australia) Limited.	364	2,973.88
15/03/2012	HSBC Custody Nominees (Australia) Limited.	-7,168	-59,781.12
16/03/2012	HSBC Custody Nominees (Australia) Limited.	-315	-2,696.40
16/03/2012	HSBC Custody Nominees (Australia) Limited.	-4,701	-40,099.53
19/03/2012	HSBC Custody Nominees (Australia) Limited.	8,890	71,120.00
19/03/2012	HSBC Custody Nominees (Australia) Limited.	1,002	8,016.00
21/03/2012	HSBC Custody Nominees (Australia) Limited.	-630	-5,229.00
21/03/2012	HSBC Custody Nominees (Australia) Limited.	-180	-1,495.80
21/03/2012	HSBC Custody Nominees (Australia) Limited.	-7,132	-59,266.92
22/03/2012	HSBC Custody Nominees (Australia) Limited.	-5,495	-45,883.25
22/03/2012	HSBC Custody Nominees (Australia) Limited.	-19,166	-160,227.76
26/03/2012	HSBC Custody Nominees (Australia) Limited.	-5,602	-46,832.72
28/03/2012	HSBC Custody Nominees (Australia) Limited.	-7,210	-61,429.20
4/04/2012	HSBC Custody Nominees (Australia) Limited.	-4,408	-37,423.92
4/04/2012	HSBC Custody Nominees (Australia) Limited.	-2,167	-18,397.83
5/04/2012	HSBC Custody Nominees (Australia) Limited.	-1,100	-9,174.00
5/04/2012	HSBC Custody Nominees (Australia) Limited.	-6,041	-50,381.94
18/04/2012	HSBC Custody Nominees (Australia) Limited.	-4,401	-37,144.44
20/04/2012	HSBC Custody Nominees (Australia) Limited.	14,443	108,900.22
20/04/2012	HSBC Custody Nominees (Australia) Limited.	-6,495	-50,011.50
20/04/2012	HSBC Custody Nominees (Australia) Limited.	-1,500	-11,550.00
23/04/2012	HSBC Custody Nominees (Australia) Limited.	20,629	153,892.34
23/04/2012	HSBC Custody Nominees (Australia) Limited.	-25,165	-185,969.35
24/04/2012	HSBC Custody Nominees (Australia) Limited.	17,048	125,302.80
26/04/2012	HSBC Custody Nominees (Australia) Limited.	-14,605	-105,594.15
26/04/2012	HSBC Custody Nominees (Australia) Limited.	-1,306	-9,442.38
26/04/2012	HSBC Custody Nominees (Australia) Limited.	-12,819	-92,681.37
26/04/2012	HSBC Custody Nominees (Australia) Limited.	-3,700	-26,751.00
27/04/2012	HSBC Custody Nominees (Australia) Limited.	10,682	78,726.34
30/04/2012	HSBC Custody Nominees (Australia) Limited.	10,460	77,299.40
10/05/2012	HSBC Custody Nominees (Australia) Limited.	10,965	76,316.40
11/05/2012	HSBC Custody Nominees (Australia) Limited.	10,918	76,098.46
16/05/2012	HSBC Custody Nominees (Australia) Limited.	11,488	74,672.00
17/05/2012	HSBC Custody Nominees (Australia) Limited.	11,569	74,041.60
18/05/2012	HSBC Custody Nominees (Australia) Limited.	4,960	30,603.20
Total		-117,819	-1,053,378.64
Advance Asset Management Limited Total :		-117,819	-1,053,378.64

BT Funds Management Limited

Date	Registered Company	Quantity	Value
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5/10/2011	BT Portfolio Services Limited	-1,085	-6,712.35
6/10/2011	BT Portfolio Services Limited	-325	-2,160.67
7/10/2011	BT Portfolio Services Limited	1,248	8,709.92
11/10/2011	BT Portfolio Services Limited	700	4,985.33
17/10/2011	BT Portfolio Services Limited	-621	-4,564.35
17/10/2011	BT Portfolio Services Limited	-370	-2,719.50
18/10/2011	BT Portfolio Services Limited	380	2,783.73
24/10/2011	BT Portfolio Services Limited	3,937	30,185.77
24/10/2011	BT Portfolio Services Limited	1,308	10,016.40
9/11/2011	BT Portfolio Services Limited	3,000	23,700.00
9/11/2011	BT Portfolio Services Limited	-3,000	-23,700.00
11/11/2011	BT Portfolio Services Limited	-3,400	-25,798.86
15/11/2011	BT Portfolio Services Limited	1,288	10,001.84
22/11/2011	BT Portfolio Services Limited	2,200	16,030.30
22/11/2011	BT Portfolio Services Limited	827	6,023.79
23/11/2011	BT Portfolio Services Limited	4,421	31,300.68
23/11/2011	BT Portfolio Services Limited	-3,800	-26,904.00
23/11/2011	BT Portfolio Services Limited	-621	-4,396.68
25/11/2011	BT Portfolio Services Limited	981	6,893.49
28/11/2011	BT Portfolio Services Limited	913	6,518.64
28/11/2011	BT Portfolio Services Limited	6,950	49,796.06
28/11/2011	BT Portfolio Services Limited	170	1,283.09
29/11/2011	BT Portfolio Services Limited	1,180	8,443.73
30/11/2011	BT Portfolio Services Limited	3,000	22,253.70
1/12/2011	BT Portfolio Services Limited	568	4,302.03
1/12/2011	BT Portfolio Services Limited	692	5,212.49
5/12/2011	BT Portfolio Services Limited	879	6,787.02
8/12/2011	BT Portfolio Services Limited	1,035	8,005.83
8/12/2011	BT Portfolio Services Limited	3,000	23,354.10
9/12/2011	BT Portfolio Services Limited	930	7,020.66
13/12/2011	BT Portfolio Services Limited	839	6,303.66
13/12/2011	BT Portfolio Services Limited	780	5,862.95
13/12/2011	BT Portfolio Services Limited	820	6,117.20
13/12/2011	BT Portfolio Services Limited	-1,000	-7,433.70
16/12/2011	BT Portfolio Services Limited	6,330	46,525.50
19/12/2011	BT Portfolio Services Limited	410	2,984.23
6/01/2012	BT Portfolio Services Limited	475	3,456.34
9/01/2012	BT Portfolio Services Limited	1,522	10,796.92
12/01/2012	BT Portfolio Services Limited	-624	-4,468.96
12/01/2012	BT Portfolio Services Limited	-3,000	-21,563.70
16/01/2012	BT Portfolio Services Limited	2,000	14,400.00
16/01/2012	BT Portfolio Services Limited	-1,308	-9,417.60
16/01/2012	BT Portfolio Services Limited	-2,341	-16,444.35
16/01/2012	BT Portfolio Services Limited	-692	-4,982.40
17/01/2012	BT Portfolio Services Limited	1,380	10,027.49
17/01/2012	BT Portfolio Services Limited	3,937	27,834.59
17/01/2012	BT Portfolio Services Limited	-3,937	-27,834.59
18/01/2012	BT Portfolio Services Limited	1,400	10,228.40
25/01/2012	BT Portfolio Services Limited	1,300	10,023.65
27/01/2012	BT Portfolio Services Limited	2,000	15,916.40
27/01/2012	BT Portfolio Services Limited	-1,250	-9,781.50
30/01/2012	BT Portfolio Services Limited	500	4,026.35
31/01/2012	BT Portfolio Services Limited	-700	-5,542.67
2/02/2012	BT Portfolio Services Limited	1,810	14,389.68

2/02/2012	BT Portfolio Services Limited	2,050	16,292.79
3/02/2012	BT Portfolio Services Limited	-960	-7,555.20
6/02/2012	BT Portfolio Services Limited	2,500	20,403.75
7/02/2012	BT Portfolio Services Limited	3,350	26,903.18
8/02/2012	BT Portfolio Services Limited	490	3,966.16
8/02/2012	BT Portfolio Services Limited	250	2,041.35
8/02/2012	BT Portfolio Services Limited	650	5,249.34
9/02/2012	BT Portfolio Services Limited	6,330	51,906.00
9/02/2012	BT Portfolio Services Limited	-3,000	-24,660.00
9/02/2012	BT Portfolio Services Limited	-6,330	-51,906.00
10/02/2012	BT Portfolio Services Limited	264	2,232.83
10/02/2012	BT Portfolio Services Limited	355	2,993.50
10/02/2012	BT Portfolio Services Limited	1,250	10,365.63
13/02/2012	BT Portfolio Services Limited	240	2,016.34
13/02/2012	BT Portfolio Services Limited	-9,500	-77,043.10
14/02/2012	BT Portfolio Services Limited	1,024	8,506.78
17/02/2012	BT Portfolio Services Limited	4,930	40,069.07
20/02/2012	BT Portfolio Services Limited	730	6,015.05
22/02/2012	BT Portfolio Services Limited	600	5,022.36
27/02/2012	BT Portfolio Services Limited	-485	-4,013.42
28/02/2012	BT Portfolio Services Limited	710	5,992.40
29/02/2012	BT Portfolio Services Limited	1,190	9,984.70
29/02/2012	BT Portfolio Services Limited	1,400	11,606.00
29/02/2012	BT Portfolio Services Limited	889	7,544.14
29/02/2012	BT Portfolio Services Limited	-1,400	-11,606.00
5/03/2012	BT Portfolio Services Limited	427	3,537.74
6/03/2012	BT Portfolio Services Limited	3,650	30,117.61
6/03/2012	BT Portfolio Services Limited	3,650	30,117.61
6/03/2012	BT Portfolio Services Limited	1,215	10,000.06
7/03/2012	BT Portfolio Services Limited	1,550	12,426.66
7/03/2012	BT Portfolio Services Limited	-352	-2,751.51
8/03/2012	BT Portfolio Services Limited	-279	-2,153.80
9/03/2012	BT Portfolio Services Limited	1,300	10,257.00
9/03/2012	BT Portfolio Services Limited	-1,300	-10,257.00
13/03/2012	BT Portfolio Services Limited	768	6,287.85
14/03/2012	BT Portfolio Services Limited	1,210	9,994.60
16/03/2012	BT Portfolio Services Limited	1,170	10,137.23
20/03/2012	BT Portfolio Services Limited	350	2,997.33
20/03/2012	BT Portfolio Services Limited	400	3,420.36
20/03/2012	BT Portfolio Services Limited	500	4,286.35
20/03/2012	BT Portfolio Services Limited	400	3,416.36
20/03/2012	BT Portfolio Services Limited	1,050	8,993.04
21/03/2012	BT Portfolio Services Limited	7,903	66,701.32
21/03/2012	BT Portfolio Services Limited	-7,903	-66,701.32
22/03/2012	BT Portfolio Services Limited	1,360	11,392.31
22/03/2012	BT Portfolio Services Limited	1,370	11,421.01
23/03/2012	BT Portfolio Services Limited	13	143.46
23/03/2012	BT Portfolio Services Limited	980	8,243.96
26/03/2012	BT Portfolio Services Limited	960	7,996.80
27/03/2012	BT Portfolio Services Limited	750	6,411.38
27/03/2012	BT Portfolio Services Limited	500	4,286.35
28/03/2012	BT Portfolio Services Limited	641	5,516.89
29/03/2012	BT Portfolio Services Limited	1,859	15,961.75
30/03/2012	BT Portfolio Services Limited	-650	-5,534.17

2/04/2012	BT Portfolio Services Limited	1,156	9,993.85
2/04/2012	BT Portfolio Services Limited	1,517	12,996.90
3/04/2012	BT Portfolio Services Limited	2,500	21,690.75
5/04/2012	BT Portfolio Services Limited	607	5,092.73
10/04/2012	BT Portfolio Services Limited	600	5,034.36
13/04/2012	BT Portfolio Services Limited	4,289	35,849.61
16/04/2012	BT Portfolio Services Limited	590	4,956.94
17/04/2012	BT Portfolio Services Limited	1,859	15,522.65
17/04/2012	BT Portfolio Services Limited	-2,000	-16,683.60
17/04/2012	BT Portfolio Services Limited	-1,859	-15,522.65
18/04/2012	BT Portfolio Services Limited	1,180	10,019.14
19/04/2012	BT Portfolio Services Limited	1,177	9,993.79
19/04/2012	BT Portfolio Services Limited	-400	-3,355.68
19/04/2012	BT Portfolio Services Limited	-1,575	-13,256.62
20/04/2012	BT Portfolio Services Limited	1,000	7,746.30
24/04/2012	BT Portfolio Services Limited	680	5,061.51
24/04/2012	BT Portfolio Services Limited	-2,500	-18,263.75
26/04/2012	BT Portfolio Services Limited	500	3,666.35
26/04/2012	BT Portfolio Services Limited	2,500	18,125.00
26/04/2012	BT Portfolio Services Limited	-400	-2,867.68
26/04/2012	BT Portfolio Services Limited	-500	-3,588.65
26/04/2012	BT Portfolio Services Limited	-2,500	-18,125.00
27/04/2012	BT Portfolio Services Limited	1,082	7,999.88
27/04/2012	BT Portfolio Services Limited	2,500	18,602.50
30/04/2012	BT Portfolio Services Limited	1,350	10,026.32
30/04/2012	BT Portfolio Services Limited	-1,000	-7,323.70
1/05/2012	BT Portfolio Services Limited	1,000	7,476.30
1/05/2012	BT Portfolio Services Limited	610	4,586.96
1/05/2012	BT Portfolio Services Limited	873	6,601.28
2/05/2012	BT Portfolio Services Limited	600	4,518.36
2/05/2012	BT Portfolio Services Limited	550	4,133.86
3/05/2012	BT Portfolio Services Limited	850	6,394.38
7/05/2012	BT Portfolio Services Limited	517	3,681.20
8/05/2012	BT Portfolio Services Limited	500	3,571.35
8/05/2012	BT Portfolio Services Limited	-1,570	-11,032.23
9/05/2012	BT Portfolio Services Limited	650	4,488.84
10/05/2012	BT Portfolio Services Limited	6,448	45,497.73
11/05/2012	BT Portfolio Services Limited	327	2,354.76
Total		91,763	722,734.90

Date	Registered Company	Quantity	Value
17/10/2011	HSBC Custody Nominees (Australia) Limited.	-1,737	-13,044.87
17/10/2011	HSBC Custody Nominees (Australia) Limited.	-23	-172.73
17/10/2011	HSBC Custody Nominees (Australia) Limited.	-1,215	-9,124.65
18/10/2011	HSBC Custody Nominees (Australia) Limited.	-2,451	-17,843.28
19/10/2011	HSBC Custody Nominees (Australia) Limited.	-1,487	-10,929.45
20/10/2011	HSBC Custody Nominees (Australia) Limited.	-1,041	-7,682.58
21/10/2011	HSBC Custody Nominees (Australia) Limited.	-446	-3,313.78
28/10/2011	HSBC Custody Nominees (Australia) Limited.	-634	-5,021.28
31/10/2011	HSBC Custody Nominees (Australia) Limited.	-1,266	-9,900.12
1/11/2011	HSBC Custody Nominees (Australia) Limited.	-1,903	-14,538.92
2/11/2011	HSBC Custody Nominees (Australia) Limited.	-1,421	-10,558.03
2/11/2011	HSBC Custody Nominees (Australia) Limited.	-1,434	-10,654.62
3/11/2011	HSBC Custody Nominees (Australia) Limited.	-2,937	-21,733.80

3/11/2011	HSBC Custody Nominees (Australia) Limited.	-705	-5,217.00
7/12/2011	HSBC Custody Nominees (Australia) Limited.	531	4,094.01
8/12/2011	HSBC Custody Nominees (Australia) Limited.	1,061	8,169.70
9/12/2011	HSBC Custody Nominees (Australia) Limited.	646	4,870.84
12/12/2011	HSBC Custody Nominees (Australia) Limited.	530	4,086.30
13/12/2011	HSBC Custody Nominees (Australia) Limited.	796	5,946.12
14/12/2011	HSBC Custody Nominees (Australia) Limited.	736	5,520.00
30/12/2011	HSBC Custody Nominees (Australia) Limited.	48,255	345,505.80
3/01/2012	HSBC Custody Nominees (Australia) Limited.	55,614	400,420.80
18/01/2012	HSBC Custody Nominees (Australia) Limited.	260	1,885.00
20/01/2012	HSBC Custody Nominees (Australia) Limited.	190	1,423.10
25/01/2012	HSBC Custody Nominees (Australia) Limited.	43	327.23
7/02/2012	HSBC Custody Nominees (Australia) Limited.	-30,000	-232,200.00
9/02/2012	HSBC Custody Nominees (Australia) Limited.	520	4,300.40
14/02/2012	HSBC Custody Nominees (Australia) Limited.	1,946	15,820.98
15/02/2012	HSBC Custody Nominees (Australia) Limited.	1,459	11,920.03
16/02/2012	HSBC Custody Nominees (Australia) Limited.	1,459	11,744.95
17/02/2012	HSBC Custody Nominees (Australia) Limited.	487	3,949.57
20/02/2012	HSBC Custody Nominees (Australia) Limited.	154	1,259.72
21/02/2012	HSBC Custody Nominees (Australia) Limited.	163	1,331.71
19/03/2012	HSBC Custody Nominees (Australia) Limited.	7,173	57,384.00
19/03/2012	HSBC Custody Nominees (Australia) Limited.	52	416.00
19/03/2012	HSBC Custody Nominees (Australia) Limited.	1,172	9,376.00
19/03/2012	HSBC Custody Nominees (Australia) Limited.	17,291	138,328.00
19/03/2012	HSBC Custody Nominees (Australia) Limited.	871	6,968.00
19/03/2012	HSBC Custody Nominees (Australia) Limited.	-2,806	-23,991.30
19/03/2012	HSBC Custody Nominees (Australia) Limited.	-858	-7,335.90
19/03/2012	HSBC Custody Nominees (Australia) Limited.	-251	-2,146.05
19/03/2012	HSBC Custody Nominees (Australia) Limited.	-1,185	-10,131.75
17/05/2012	HSBC Custody Nominees (Australia) Limited.	387,130	2,485,374.60
Total		474,739	3,114,882.75

BT Funds Management Limited Total : 566,502 3,837,617.65

BT Funds Management No.2 Limited

Date	Registered Company	Quantity	Value
6/10/2011	HSBC Custody Nominees (Australia) Limited.	25,368	166,160.40
11/11/2011	HSBC Custody Nominees (Australia) Limited.	-8,251	-62,542.58
11/11/2011	HSBC Custody Nominees (Australia) Limited.	-6,599	-50,020.42
11/11/2011	HSBC Custody Nominees (Australia) Limited.	-10,150	-76,937.00
3/01/2012	HSBC Custody Nominees (Australia) Limited.	-20,000	-143,200.00
1/02/2012	HSBC Custody Nominees (Australia) Limited.	-13,648	-106,181.44
20/02/2012	HSBC Custody Nominees (Australia) Limited.	-10,000	-81,900.00
19/03/2012	HSBC Custody Nominees (Australia) Limited.	28,109	224,872.00
19/03/2012	HSBC Custody Nominees (Australia) Limited.	764	6,112.00
7/05/2012	HSBC Custody Nominees (Australia) Limited.	15,047	106,231.82
8/05/2012	HSBC Custody Nominees (Australia) Limited.	5,799	40,940.94
22/05/2012	HSBC Custody Nominees (Australia) Limited.	14,785	91,075.60
22/05/2012	HSBC Custody Nominees (Australia) Limited.	4,877	29,993.55
Total		26,101	144,604.87

BT Funds Management No.2 Limited Total : 26,101 144,604.87

BT Investment Management (RE) Limited

Date	Registered Company	Quantity	Value
6/10/2011	Australia and New Zealand Banking Group Limited	2,356	15,431.80
1/02/2012	Australia and New Zealand Banking Group Limited	-498	-3,874.44
19/03/2012	Australia and New Zealand Banking Group Limited	2,615	20,920.00
19/04/2012	Australia and New Zealand Banking Group Limited	-1,463	-12,347.72
19/04/2012	Australia and New Zealand Banking Group Limited	-1,346	-11,360.24
19/04/2012	Australia and New Zealand Banking Group Limited	-247	-2,084.68
7/05/2012	Australia and New Zealand Banking Group Limited	1,682	11,874.92
8/05/2012	Australia and New Zealand Banking Group Limited	566	3,995.96
	Total	3,665	22,555.60

Date	Registered Company	Quantity	Value
9/11/2011	BNP Fund Services Australasia Pty Limited	21,820	172,814.40
22/12/2011	BNP Fund Services Australasia Pty Limited	-16,219	-114,343.95
19/03/2012	BNP Fund Services Australasia Pty Limited	2,478	19,824.00
	Total	8,079	78,294.45

Date	Registered Company	Quantity	Value
9/11/2011	Citicorp Nominees Pty Limited	50,589	400,664.88
22/12/2011	Citicorp Nominees Pty Limited	-25,278	-178,209.90
19/03/2012	Citicorp Nominees Pty Limited	4,651	37,208.00
	Total	29,962	259,662.98

Date	Registered Company	Quantity	Value
6/10/2011	HSBC Custody Nominees (Australia) Limited.	129,360	847,308.00
21/11/2011	HSBC Custody Nominees (Australia) Limited.	340	2,522.80
1/12/2011	HSBC Custody Nominees (Australia) Limited.	7,854	58,905.00
1/12/2011	HSBC Custody Nominees (Australia) Limited.	68,991	517,432.50
2/12/2011	HSBC Custody Nominees (Australia) Limited.	10,216	77,845.92
2/12/2011	HSBC Custody Nominees (Australia) Limited.	90,257	687,758.34
5/12/2011	HSBC Custody Nominees (Australia) Limited.	3,539	27,533.42
16/12/2011	HSBC Custody Nominees (Australia) Limited.	-331	-2,432.85
22/12/2011	HSBC Custody Nominees (Australia) Limited.	3,681	26,061.48
1/02/2012	HSBC Custody Nominees (Australia) Limited.	-56,034	-435,944.52
7/02/2012	HSBC Custody Nominees (Australia) Limited.	-5,000	-38,700.00
7/02/2012	HSBC Custody Nominees (Australia) Limited.	-4,904	-37,956.96
7/02/2012	HSBC Custody Nominees (Australia) Limited.	-96	-743.04
20/02/2012	HSBC Custody Nominees (Australia) Limited.	-40,000	-327,600.00
14/03/2012	HSBC Custody Nominees (Australia) Limited.	6,444	53,485.20
19/03/2012	HSBC Custody Nominees (Australia) Limited.	230	1,840.00
19/03/2012	HSBC Custody Nominees (Australia) Limited.	121	968.00
19/03/2012	HSBC Custody Nominees (Australia) Limited.	11,147	89,176.00
19/03/2012	HSBC Custody Nominees (Australia) Limited.	1,484	11,872.00
19/03/2012	HSBC Custody Nominees (Australia) Limited.	130,713	1,045,704.00
19/03/2012	HSBC Custody Nominees (Australia) Limited.	13,778	110,224.00
19/03/2012	HSBC Custody Nominees (Australia) Limited.	1,697	13,576.00

19/03/2012	HSBC Custody Nominees (Australia) Limited.	2,090	16,720.00
19/03/2012	HSBC Custody Nominees (Australia) Limited.	1,123	8,984.00
7/05/2012	HSBC Custody Nominees (Australia) Limited.	69,734	492,322.04
8/05/2012	HSBC Custody Nominees (Australia) Limited.	26,958	190,323.48
16/05/2012	HSBC Custody Nominees (Australia) Limited.	1,468	9,439.24
21/05/2012	HSBC Custody Nominees (Australia) Limited.	152,325	921,566.25
22/05/2012	HSBC Custody Nominees (Australia) Limited.	24,311	149,512.65
22/05/2012	HSBC Custody Nominees (Australia) Limited.	73,692	453,942.72
22/05/2012	HSBC Custody Nominees (Australia) Limited.	103,521	636,654.15
22/05/2012	HSBC Custody Nominees (Australia) Limited.	313,798	1,932,995.68
Total		1,142,507	7,541,295.50

Date	Registered Company	Quantity	Value
28/10/2011	IAG Nominees Limited	-3,065	-24,244.15
9/11/2011	IAG Nominees Limited	9,411	74,535.12
9/11/2011	IAG Nominees Limited	13,175	104,346.00
14/12/2011	IAG Nominees Limited	-7,007	-52,482.43
21/12/2011	IAG Nominees Limited	6,878	50,003.06
16/03/2012	IAG Nominees Limited	-6,295	-53,696.35
16/03/2012	IAG Nominees Limited	-7,945	-67,770.85
19/03/2012	IAG Nominees Limited	1,101	8,808.00
19/03/2012	IAG Nominees Limited	1,143	9,144.00
Total		7,396	48,642.40

Date	Registered Company	Quantity	Value
3/11/2011	JP Morgan Chase Bank	21,948	163,951.56
4/11/2011	JP Morgan Chase Bank	26,366	202,490.88
7/11/2011	JP Morgan Chase Bank	49,654	380,349.64
8/11/2011	JP Morgan Chase Bank	13,068	100,623.60
2/02/2012	JP Morgan Chase Bank	-32,367	-254,080.95
2/02/2012	JP Morgan Chase Bank	-50,167	-393,810.95
2/02/2012	JP Morgan Chase Bank	-101	-792.85
2/02/2012	JP Morgan Chase Bank	-07	-54.95
2/02/2012	JP Morgan Chase Bank	-751	-5,895.35
2/02/2012	JP Morgan Chase Bank	-12,034	-94,466.90
19/03/2012	JP Morgan Chase Bank	17,467	139,736.00
19/03/2012	JP Morgan Chase Bank	2,897	23,176.00
16/04/2012	JP Morgan Chase Bank	-20,905	-173,093.40
7/05/2012	JP Morgan Chase Bank	-16,000	-113,280.00
Total		-932	-25,147.67

Date	Registered Company	Quantity	Value
7/11/2011	National Australia Bank Limited	17,388	133,192.08
9/11/2011	National Australia Bank Limited	8,875	70,290.00
9/11/2011	National Australia Bank Limited	160,000	1,264,000.00
22/12/2011	National Australia Bank Limited	-3,503	-24,696.15
19/03/2012	National Australia Bank Limited	792	6,336.00
19/03/2012	National Australia Bank Limited	588	4,704.00
19/03/2012	National Australia Bank Limited	8,660	69,280.00
26/03/2012	National Australia Bank Limited	-56,086	-464,392.08
4/05/2012	National Australia Bank Limited	-22,517	-162,797.91
4/05/2012	National Australia Bank Limited	-9,483	-68,562.09
7/05/2012	National Australia Bank Limited	-12,150	-86,022.00
7/05/2012	National Australia Bank Limited	-4,490	-31,789.20

Total		88,074	709,542.65
Date	Registered Company	Quantity	Value
6/10/2011	National Australian Custodian Services	20,471	134,085.05
6/10/2011	National Australian Custodian Services	10,631	69,633.05
6/10/2011	National Australian Custodian Services	5,646	36,981.30
1/02/2012	National Australian Custodian Services	-2,317	-18,026.26
1/02/2012	National Australian Custodian Services	-1,204	-9,367.12
1/02/2012	National Australian Custodian Services	-580	-4,512.40
19/03/2012	National Australian Custodian Services	20,661	165,288.00
19/03/2012	National Australian Custodian Services	10,732	85,856.00
19/03/2012	National Australian Custodian Services	5,700	45,600.00
7/05/2012	National Australian Custodian Services	31,499	222,382.94
7/05/2012	National Australian Custodian Services	16,348	115,416.88
7/05/2012	National Australian Custodian Services	8,663	61,160.78
8/05/2012	National Australian Custodian Services	6,751	47,729.57
8/05/2012	National Australian Custodian Services	3,505	24,745.30
8/05/2012	National Australian Custodian Services	1,859	13,143.13
22/05/2012	National Australian Custodian Services	11,758	72,429.28
22/05/2012	National Australian Custodian Services	3,879	23,855.85
22/05/2012	National Australian Custodian Services	6,111	37,643.76
22/05/2012	National Australian Custodian Services	2,016	12,398.40
22/05/2012	National Australian Custodian Services	3,237	19,939.92
22/05/2012	National Australian Custodian Services	1,068	6,568.20
Total		166,434	1,162,951.63
Date	Registered Company	Quantity	Value
6/10/2011	National Nominees Limited	6,168	40,400.40
1/02/2012	National Nominees Limited	-719	-5,593.82
19/03/2012	National Nominees Limited	6,263	50,104.00
7/05/2012	National Nominees Limited	9,543	67,373.58
8/05/2012	National Nominees Limited	2,046	14,465.22
22/05/2012	National Nominees Limited	1,173	7,213.95
22/05/2012	National Nominees Limited	3,556	21,904.96
Total		28,030	195,868.29
Date	Registered Company	Quantity	Value
19/03/2012	National Custodian Nominees	516	4,128.00
Total		516	4,128.00
Date	Registered Company	Quantity	Value
24/10/2011	NCS (National Bank Custodian Services)	868	6,640.20
1/12/2011	NCS (National Bank Custodian Services)	8,092	60,690.00
2/12/2011	NCS (National Bank Custodian Services)	9,971	75,979.02
6/02/2012	NCS (National Bank Custodian Services)	2,805	22,636.35
19/03/2012	NCS (National Bank Custodian Services)	1,588	12,704.00
Total		23,324	178,649.57
Date	Registered Company	Quantity	Value
12/10/2011	Permanent Trustee Australia Limited	-537	-3,775.11
24/10/2011	Permanent Trustee Australia Limited	-554	-4,276.88
16/11/2011	Permanent Trustee Australia Limited	-425	-3,200.25
16/11/2011	Permanent Trustee Australia Limited	-07	-52.71
16/11/2011	Permanent Trustee Australia Limited	-39	-293.67

16/11/2011	Permanent Trustee Australia Limited	-49	-368.97
30/11/2011	Permanent Trustee Australia Limited	-530	-3,884.90
7/12/2011	Permanent Trustee Australia Limited	-419	-3,226.30
19/03/2012	Permanent Trustee Australia Limited	175	1,405.25
	Total	-2,385	-17,673.54

Date	Registered Company	Quantity	Value
5/10/2011	UBS Wealth Management	31,766	198,219.84
21/11/2011	UBS Wealth Management	-6,653	-49,365.26
28/02/2012	UBS Wealth Management	5,742	48,060.54
28/02/2012	UBS Wealth Management	5,361	44,871.57
28/02/2012	UBS Wealth Management	5,331	44,620.47
19/03/2012	UBS Wealth Management	2,334	18,672.00
19/03/2012	UBS Wealth Management	2,179	17,432.00
19/03/2012	UBS Wealth Management	2,167	17,336.00
2/05/2012	UBS Wealth Management	6,298	46,920.10
3/05/2012	UBS Wealth Management	6,298	46,857.12
	Total	60,823	433,624.38

BT Investment Management (RE) Limited Total
: **1,555,493** **10,592,394.24**

Westpac RE Limited

Date	Registered Company	Quantity	Value
7/12/2011	HSBC Custody Nominees (Australia) Limited.	2,532	19,547.04
6/02/2012	HSBC Custody Nominees (Australia) Limited.	1,200	9,672.00
15/03/2012	HSBC Custody Nominees (Australia) Limited.	9,110	75,521.90
22/05/2012	HSBC Custody Nominees (Australia) Limited.	27,753	170,958.48
22/05/2012	HSBC Custody Nominees (Australia) Limited.	9,155	56,303.25
	Total	49,750	332,002.67

Westpac RE Limited Total : **49,750** **332,002.67**

ANNEXURE A – ASSOCIATED COMPANIES

This is annexure 'A' (being 4 pages) referred to in Form 604, Notice of change of interests of substantial holder, lodged for Westpac and its associated entities

Tim Hartin – Company Secretary WBC– 22/05/2012

Westpac Banking Corporation	Australia	St.George Business Finance Pty Limited	Australia
1925 (Commercial) Pty Limited	Australia	St.George Custodial Pty Limited	Australia
1925 (Industrial) Pty Limited	Australia	St.George Equity Finance Limited	Australia
1925 Advances Pty Limited	Australia	St.George Finance Holdings Limited	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	St.George Finance Limited	Australia
Advance Asset Management Limited	Australia	St.George Financial Investments 1 Pty Limited	Australia
Altitude Administration Pty Limited	Australia	St.George Financial Services Limited	Australia
Altitude Rewards Pty Limited	Australia	St.George Group Holdings Pty Limited	Australia
Aotearoa Financial Services Limited	New Zealand	St.George Insurance Australia Pty Limited	Australia
Ascalon Capital Managers Limited	Australia	St.George Life Limited	Australia
Ascalon Funds Seed Pool Trust	Australia	St.George Motor Finance Limited	Australia
Ascalon Funds Seed Pool Trust No. 2	Australia	Hastings Forestry Investments Limited	New Zealand
Asgard Capital Management Limited	Australia	HLT Custodian Trust	New Zealand
Asgard Wealth Solutions Limited	Australia	MIF Custodian Trust	New Zealand
Assirt Software Pty Limited	Australia	Number 120 Limited1	New Zealand
Athena Finance Pty Limited	Australia	St.George New Zealand Limited	New Zealand
Australian Infrastructure Fund International 1 Pty Limited	Australia	Hastings Funds Management (UK) Limited	UK
Australian Loan Processing Security Company Pty Limited	Australia	Hastings Advisers LLC	USA
Australian Loan Processing Security Trust	Australia	Hastings Funds Management (USA) Inc.	USA
Autodirect Pty Limited	Australia	Hastings Investment Capital LP	USA
Beech Trust	Australia	Hastings Investment LLC	USA
Belliston Pty Limited	Australia	Southern Cross Inc.	USA
Bill Acceptance Corporation Limited	Australia	St.George Procurement Management Pty Limited	Australia
BLE Capital Investments Pty Limited	Australia	St.George Security Holdings Pty Limited	Australia
BLE Capital Limited	Australia	St.George Wealth Management Pty Limited	Australia
BLE Development Pty Limited	Australia	St.George WEL Pty. Limited	Australia
BLE Holdings Pty Limited	Australia	Sydney Capital Corp Inc	USA
BT (Queensland) Pty Limited	Australia	Tasman LLC	USA
BT Australia Pty Limited	Australia	Tasman Pacific Investments Pty Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	Tavarua Funding Trust III	USA
BT Financial Group Pty Limited	Australia	Tavarua Funding Trust IV	USA
BT Funds Management (NZ) Limited	New Zealand	TBNZ Investments (UK) Limited	UK
BT Funds Management Limited	Australia	Teuton Pty Limited	Australia
BT Funds Management No.2 Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Investment Management (RE) Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Investment Management Limited	Australia	The Warehouse Financial Services Limited	New Zealand

BT Investment Management No.2 Limited	Australia	TIF International 1 Pty Limited	Australia
BT Life Limited	Australia	TPC Services Australia Pty Limited	Australia
BT Portfolio Services Limited	Australia	Value Nominees Pty Limited	Australia
BT Securities Limited	Australia	W1 Investments Pty Limited	Australia
Canberra Advance Property Limited	Australia	Waratah Receivables Corp Pty Limited	Australia
Castlereagh Trust	Australia	Waratah Securities Australia Limited	Australia
CBA Limited	Australia	Westpac (NZ) Investments Limited	New Zealand
Challenge Finance Pty Limited	Australia	Westpac Administration Pty Limited	Australia
Challenge Limited	Australia	Westpac Altitude Rewards Trust	Australia
Codrington S.a.r.l.	Luxembourg	Westpac Americas Inc.	USA
Crusade ABS Series 2008-1	Australia	Westpac Asian Lending Pty Limited	Australia
Crusade ABS Series 2008-2	Australia	Westpac Asset Services Pty Limited	Australia
Crusade CP Management Pty Limited	Australia	Westpac Bank of Tonga	Tonga
Crusade CP No.1 Pty Limited	Australia	Westpac Bank Samoa Limited	Samoa
Crusade CP Trust No. 41	Australia	Westpac Bank-PNG-Limited	Papua New Guinea
Crusade CP Trust No. 44	Australia	Westpac Capital Corporation	USA
Crusade CP Trust No. 48	Australia	Westpac Capital Holdings Inc.	USA
Crusade CP Trust No. 49	Australia	Westpac Capital Trust III	USA
Crusade CP Trust No. 50	Australia	Westpac Capital Trust IV	USA
Crusade CP Trust No. 52	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade CP Trust No. 53	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Trust No. 54	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 55	Australia	Westpac NZ Covered Bond Holdings Limited	New Zealand
Crusade CP Trust No. 56	Australia	Westpac NZ Covered Bond Limited	New Zealand
Crusade CP Trust No. 57	Australia	Westpac Custodian Nominees Limited	Australia
Crusade CP Trust No. 58	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 60	Australia	Westpac Delta LLC	USA
Crusade Euro Trust 1E of 2004	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade Euro Trust 1E of 2006	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade Euro Trust 1E of 2007	Australia	Westpac Equipment Finance Limited	Australia
Crusade Global Trust 1 of 2003	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade Global Trust 1 of 2004	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade Global Trust 1 of 2005	Australia	Westpac Equity Pty Limited	Australia
Crusade Global Trust 1 of 2006	Australia	Westpac Europe Limited	UK
Crusade Global Trust 1 of 2007	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Global Trust 2 of 2003	Australia	Westpac Financial Consultants Limited	Australia
Crusade Global Trust 2 of 2004	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade Global Trust 2 of 2005	Australia	Westpac Financial Services Group Limited	Australia
Crusade Global Trust 2 of 2006	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Crusade Management Limited	Australia	Westpac Financial Services Limited	Australia
Crusade Trust 1A of 2005	Australia	Westpac Funding Holdings Pty Limited	Australia
Crusade Trust 2P of 2008	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
Danaby Pty Limited	Australia	Westpac Funds Financing Pty Limited	Australia

Enfield Downs Pty Limited	Australia	Westpac General Insurance Limited	Australia
eQR Securities Pty. Limited (formerly Pact Accountants Investment Group Pty Limited)	Australia	Westpac General Insurance Services Limited	Australia
FAI No. 2 Trust	Australia	Westpac Group Investment-NZ-Limited	New Zealand
First Residential Property Trust	Australia	Westpac Group Investments Australia Pty Limited	Australia
G.C.L. Investments Pty Limited	Australia	Westpac Holdings-NZ-Limited	New Zealand
Gemini Trust	Australia	Westpac Investment Capital Corporation	USA
General Credit Holdings Pty Limited	Australia	Westpac Investment Vehicle No.2 Pty Limited	Australia
General Credits Pty Limited	Australia	Westpac Investment Vehicle No.3 Pty Limited	Australia
Halcyon Securities Limited	Australia	Westpac Investment Vehicle No.4 Pty Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac Investment Vehicle Pty Limited	Australia
Hastings Funds Management Limited	Australia	Westpac Investments U.K. Limited	UK
Hastings Group Pty Limited	Australia	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Management Pty Limited	Australia	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac Life Insurance Services Limited	Australia
Hastings Private Equity Fund IIB Pty Limited	Australia	Westpac Life-NZ-Limited	New Zealand
Hickory Trust	Australia	Westpac Matching Gifts Limited	Australia
Hitton Pty Limited	Australia	Westpac New Zealand Group Limited	New Zealand
Infrastructure Australia (No.3) Limited	Australia	Westpac New Zealand Limited	New Zealand
Infrastructure Australia (No.4) Limited	Australia	Westpac Nominees-NZ-Limited	New Zealand
Magnitude Group Pty Limited	Australia	Westpac NZ Operations Limited	New Zealand
Mortgage Management Limited	Australia	Westpac NZ Securitisation Holdings Limited	New Zealand
Nationwide Management Pty Limited	Australia	Westpac NZ Securitisation Limited	New Zealand
Net Nominees Limited	Australia	Westpac Overseas Holdings No. 2 Pty Limited	Australia
Oakjet Pty Limited	Australia	Westpac Overseas Holdings Pty Limited	Australia
Oniston Pty Limited	Australia	Westpac Pacific Limited Partnership	Australia
Orion Trust	Australia	Westpac Private Equity Pty Limited	Australia
Packaging Properties 1 Pty Limited	Australia	Westpac Properties Limited	Australia
Packaging Properties 2 Pty Limited	Australia	Westpac RE Limited	Australia
Packaging Properties 3 Pty Limited	Australia	Westpac Residential Property Trust	Australia
Partnership Pacific Limited	Australia	Westpac Residential Real Estate Investment Trust I	Australia
Partnership Pacific Securities Limited	Australia	Westpac Residential Real Estate Investment Trust II	Australia
Pashley Investments Pty Limited	Australia	Westpac Securities Administration Limited	Australia
Phoenix Trust	Australia	Westpac Securities Inc.	USA
Qvalent Pty Limited	Australia	Westpac Securities Limited	Australia
RAMS Financial Group Pty Limited	Australia	Westpac Securities NZ Limited	New Zealand
Real Estate Investment Trust B	Australia	Westpac Securitisation Holdings Pty Limited	Australia
RESI-Statewide Mortgage Corporation Pty Limited	Australia	Westpac Securitisation Management Pty Limited	Australia
RMS Warehouse Trust 2007-1	Australia	Westpac Singapore Limited	Singapore

Sallmoor Pty Limited	Australia	Westpac Structured Products Limited	Australia
Securitor Financial Group Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Series 2005-1G WST Trust	Australia	Westpac Syndications Management Pty Limited	Australia
Series 2007-1G WST Trust	Australia	Westpac Term PIE Fund	New Zealand
Series 2008-1M WST Trust	Australia	Westpac TPS Trust	Australia
Series 2009-1 WST Trust	Australia	Westpac Unit Trust	Australia
Series 2011-1 WST Trust	Australia	Westpac USA Inc.	USA
Sixty Martin Place (Holdings) Pty Limited	Australia	WFAL No.1 Loan Trust	Australia
St.George APL Pty Limited	Australia		

Note: Westpac retains 60% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (60%)	Australia
BT Investment Management (RE) Limited (Subsidiary of BT Investment Management Limited)	Australia