



Investment  
Management

7 May 2013

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

Dear Sir/Madam,

**Notice of Ceasing to be a Substantial Holder**

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Ceasing to be a Substantial Holder (Form 605) in respect of Mermaid Marine Australia Ltd.

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

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## Form 605

Corporations Law  
Section 671B

### Notice of ceasing to be a substantial holder

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To Company Name/Scheme MERMAID MARINE AUSTRALIA LTD

ACN/ARSN ABN 21 083 185 693

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

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

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

The holder ceased to be a substantial holder on 3/05/2013

The previous notice was given to the company on 23/01/2012

The previous notice was dated 19/01/2012

#### 2. Changes in relevant interests

Particulars of each change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
3/05/2013	WBC & its Associates Westpac Financial Services Group Limited (WFSG), BT Funds Management Limited, Westpac RE Limited, Asgard Capital Management Limited, BT Funds Management No.2 Limited, BT Investment Management (Fund Services) Limited, Advance Asset Management Limited, BT Investment Management (Institutional) Limited	See Schedule	See Schedule	See Schedule	See Schedule

#### 3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to the voting interests of the company or scheme are as follows:

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

#### 4. 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 (WFSGL)	Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000
BT Funds Management Limited	Level 20, Westpac Place, 275 Kent Street, 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
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Sydney, Sydney NSW 2000
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square SYDNEY NSW 2000
MERMAID MARINE AUSTRALIA LTD	Mermaid Marine Australia Limited (MRM) Endeavour Shed, 1 Mews Road FREMANTLE WA 6160  Tel: +61 08 9431 7431 Fax: +61 08 9431 7432

#### Signature

print name Chris Millard capacity Company Secretary

sign here \_\_\_\_\_ date 7/5/2013

## 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 4 of the form.
- (2) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Law.
- (3) See the definition of “associate” in section 9 of the Corporations Law.
- (4) 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 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, the voting powers or disposal of the securities 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 Law.
- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

SCHEDULE 2

Sales & Purchases for the period : 20/01/2012 to 3/05/2013  
SECURITY: MRM

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**Advance Asset Management Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
17/02/2012	HSBC Custody Nominees (Australia) Limited.	-1,100	-3,553.00
22/02/2012	HSBC Custody Nominees (Australia) Limited.	205	699.05
23/02/2012	HSBC Custody Nominees (Australia) Limited.	-8,321	-27,792.14
24/02/2012	HSBC Custody Nominees (Australia) Limited.	-2,907	-9,651.24
27/02/2012	HSBC Custody Nominees (Australia) Limited.	-8,772	-28,421.28
27/02/2012	HSBC Custody Nominees (Australia) Limited.	-5,279	-17,156.75
2/03/2012	HSBC Custody Nominees (Australia) Limited.	-8,777	-27,384.24
2/03/2012	HSBC Custody Nominees (Australia) Limited.	-5,450	-17,004.00
2/03/2012	HSBC Custody Nominees (Australia) Limited.	-5,450	-17,004.00
2/03/2012	HSBC Custody Nominees (Australia) Limited.	5,450	17,004.00
14/03/2012	HSBC Custody Nominees (Australia) Limited.	-6,791	-21,799.11
16/03/2012	HSBC Custody Nominees (Australia) Limited.	-1,984	-6,170.24
16/03/2012	HSBC Custody Nominees (Australia) Limited.	-4,480	-13,932.80
20/03/2012	HSBC Custody Nominees (Australia) Limited.	-28,140	-87,234.00
20/03/2012	HSBC Custody Nominees (Australia) Limited.	-14,715	-45,616.50
21/03/2012	HSBC Custody Nominees (Australia) Limited.	-1,500	-4,725.00
22/03/2012	HSBC Custody Nominees (Australia) Limited.	-7,677	-24,029.01
23/03/2012	HSBC Custody Nominees (Australia) Limited.	42,855	130,707.75
26/03/2012	HSBC Custody Nominees (Australia) Limited.	-7,734	-23,820.72
26/03/2012	HSBC Custody Nominees (Australia) Limited.	-45,355	-139,239.85
26/03/2012	HSBC Custody Nominees (Australia) Limited.	-93,251	-286,280.57
27/03/2012	HSBC Custody Nominees (Australia) Limited.	-106,056	-331,955.28
3/04/2012	HSBC Custody Nominees (Australia) Limited.	36,745	117,951.45
18/04/2012	HSBC Custody Nominees (Australia) Limited.	-6,585	-20,676.90
20/04/2012	HSBC Custody Nominees (Australia) Limited.	-920	-2,907.20
24/04/2012	HSBC Custody Nominees (Australia) Limited.	-7,372	-23,369.24
26/04/2012	HSBC Custody Nominees (Australia) Limited.	286	892.32
27/04/2012	HSBC Custody Nominees (Australia) Limited.	180	558.00
30/04/2012	HSBC Custody Nominees (Australia) Limited.	292	931.48
15/05/2012	HSBC Custody Nominees (Australia) Limited.	-1,300	-3,835.00
14/06/2012	HSBC Custody Nominees (Australia) Limited.	-960	-2,640.00
21/06/2012	HSBC Custody Nominees (Australia) Limited.	-1,300	-3,640.00
22/06/2012	HSBC Custody Nominees (Australia) Limited.	25,000	69,250.00
26/06/2012	HSBC Custody Nominees (Australia) Limited.	9,000	24,570.00
26/06/2012	HSBC Custody Nominees (Australia) Limited.	15,000	41,400.00
27/06/2012	HSBC Custody Nominees (Australia) Limited.	3,000	8,280.00
28/06/2012	HSBC Custody Nominees (Australia) Limited.	-448	-1,249.92
28/06/2012	HSBC Custody Nominees (Australia) Limited.	-1,352	-3,772.08
29/06/2012	HSBC Custody Nominees (Australia) Limited.	23,000	63,480.00
4/07/2012	HSBC Custody Nominees (Australia) Limited.	96,000	270,720.00
5/07/2012	HSBC Custody Nominees (Australia) Limited.	101,000	281,790.00
9/07/2012	HSBC Custody Nominees (Australia) Limited.	46,000	126,040.00
9/07/2012	HSBC Custody Nominees (Australia) Limited.	15,000	40,650.00
9/07/2012	HSBC Custody Nominees (Australia) Limited.	-930	-2,501.70
11/07/2012	HSBC Custody Nominees (Australia) Limited.	78,000	207,480.00
11/07/2012	HSBC Custody Nominees (Australia) Limited.	-950	-2,517.50
12/07/2012	HSBC Custody Nominees (Australia) Limited.	4,000	10,280.00
13/07/2012	HSBC Custody Nominees (Australia) Limited.	27,760	72,176.00
27/07/2012	HSBC Custody Nominees (Australia) Limited.	5,000	12,950.00

3/08/2012	HSBC Custody Nominees (Australia) Limited.	16,000	41,760.00
3/08/2012	HSBC Custody Nominees (Australia) Limited.	-236,529	-617,340.69
14/08/2012	HSBC Custody Nominees (Australia) Limited.	-8,367	-24,933.66
14/08/2012	HSBC Custody Nominees (Australia) Limited.	-10,835	-32,288.30
14/08/2012	HSBC Custody Nominees (Australia) Limited.	-3,131	-9,330.38
4/09/2012	HSBC Custody Nominees (Australia) Limited.	-99,846	-307,525.68
5/09/2012	HSBC Custody Nominees (Australia) Limited.	-1,500	-4,605.00
13/09/2012	HSBC Custody Nominees (Australia) Limited.	29,000	89,900.00
20/09/2012	HSBC Custody Nominees (Australia) Limited.	7,000	21,420.00
24/09/2012	HSBC Custody Nominees (Australia) Limited.	2,000	6,120.00
25/09/2012	HSBC Custody Nominees (Australia) Limited.	2,000	6,120.00
27/09/2012	HSBC Custody Nominees (Australia) Limited.	2,840	8,548.40
28/09/2012	HSBC Custody Nominees (Australia) Limited.	9,153	27,825.12
28/09/2012	HSBC Custody Nominees (Australia) Limited.	1,090	3,313.60
28/09/2012	HSBC Custody Nominees (Australia) Limited.	-1,800	-5,526.00
4/10/2012	HSBC Custody Nominees (Australia) Limited.	6,423	19,847.07
5/10/2012	HSBC Custody Nominees (Australia) Limited.	3,700	11,433.00
10/10/2012	HSBC Custody Nominees (Australia) Limited.	-1,731	-5,366.10
11/10/2012	HSBC Custody Nominees (Australia) Limited.	12,907	39,495.42
12/10/2012	HSBC Custody Nominees (Australia) Limited.	6,000	18,360.00
15/10/2012	HSBC Custody Nominees (Australia) Limited.	13,000	39,000.00
25/10/2012	HSBC Custody Nominees (Australia) Limited.	13,000	41,730.00
6/11/2012	HSBC Custody Nominees (Australia) Limited.	-1,600	-5,056.00
9/11/2012	HSBC Custody Nominees (Australia) Limited.	9,000	28,350.00
9/11/2012	HSBC Custody Nominees (Australia) Limited.	18,000	56,520.00
12/11/2012	HSBC Custody Nominees (Australia) Limited.	13,000	40,430.00
20/11/2012	HSBC Custody Nominees (Australia) Limited.	-1,600	-5,104.00
30/11/2012	HSBC Custody Nominees (Australia) Limited.	3,733	12,281.57
10/12/2012	HSBC Custody Nominees (Australia) Limited.	25,154	79,738.18
11/12/2012	HSBC Custody Nominees (Australia) Limited.	-1,800	-5,724.00
2/01/2013	HSBC Custody Nominees (Australia) Limited.	-1,800	-6,246.00
7/02/2013	HSBC Custody Nominees (Australia) Limited.	-1,800	-7,110.00
14/02/2013	HSBC Custody Nominees (Australia) Limited.	-2,100	-8,484.00
25/02/2013	HSBC Custody Nominees (Australia) Limited.	25,000	100,250.00
12/03/2013	HSBC Custody Nominees (Australia) Limited.	16,951	65,769.88
13/03/2013	HSBC Custody Nominees (Australia) Limited.	11,780	44,528.40
14/03/2013	HSBC Custody Nominees (Australia) Limited.	1,220	4,672.60
28/03/2013	HSBC Custody Nominees (Australia) Limited.	9,300	34,968.00
28/03/2013	HSBC Custody Nominees (Australia) Limited.	824	3,098.24
5/04/2013	HSBC Custody Nominees (Australia) Limited.	3,917	14,022.86
8/04/2013	HSBC Custody Nominees (Australia) Limited.	13,500	50,220.00
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8/04/2013	HSBC Custody Nominees (Australia) Limited.	-537,739	2,000,389.08
9/04/2013	HSBC Custody Nominees (Australia) Limited.	4,500	17,145.00
15/04/2013	HSBC Custody Nominees (Australia) Limited.	15,000	56,700.00
15/04/2013	HSBC Custody Nominees (Australia) Limited.	25,544	97,067.20
30/04/2013	HSBC Custody Nominees (Australia) Limited.	7,155	27,761.40
30/04/2013	HSBC Custody Nominees (Australia) Limited.	-601	-2,319.86
1/05/2013	HSBC Custody Nominees (Australia) Limited.	-780	-2,971.80
2/05/2013	HSBC Custody Nominees (Australia) Limited.	9,000	33,750.00
			-
	<b>Total</b>	<b>-428,951</b>	<b>1,610,243.83</b>
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	<b>Advance Asset Management Limited Total :</b>	<b>-428,951</b>	<b>1,610,243.83</b>

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**Asgard Capital Management Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
30/08/2012	ASGARD Capital Management Limited	-3,500	-11,060.00
30/08/2012	ASGARD Capital Management Limited	-718	-2,268.88
6/09/2012	ASGARD Capital Management Limited	-1,605	-4,943.40
11/09/2012	ASGARD Capital Management Limited	1,918	5,945.80
11/09/2012	ASGARD Capital Management Limited	-1,918	-5,945.80
20/09/2012	ASGARD Capital Management Limited	1,967	5,999.35
20/09/2012	ASGARD Capital Management Limited	1,475	4,498.75
20/09/2012	ASGARD Capital Management Limited	980	2,998.80
20/09/2012	ASGARD Capital Management Limited	9,803	29,997.18
20/09/2012	ASGARD Capital Management Limited	980	2,998.80
21/09/2012	ASGARD Capital Management Limited	-3,000	-9,210.00
25/09/2012	ASGARD Capital Management Limited	986	2,997.44
1/10/2012	ASGARD Capital Management Limited	1,607	4,997.77
8/10/2012	ASGARD Capital Management Limited	-5,550	-17,316.00
8/10/2012	ASGARD Capital Management Limited	-5,000	-15,600.00
24/10/2012	ASGARD Capital Management Limited	4,687	15,045.27
31/10/2012	ASGARD Capital Management Limited	611	1,997.97
31/10/2012	ASGARD Capital Management Limited	1,529	4,999.83
22/11/2012	ASGARD Capital Management Limited	-1,468	-4,800.36
28/11/2012	ASGARD Capital Management Limited	1,601	5,299.31
20/12/2012	ASGARD Capital Management Limited	3,070	10,438.00
20/12/2012	ASGARD Capital Management Limited	2,700	9,180.00
23/01/2013	ASGARD Capital Management Limited	-765	-2,960.55
27/02/2013	ASGARD Capital Management Limited	3,170	12,965.30
27/02/2013	ASGARD Capital Management Limited	1,942	7,962.20
12/03/2013	ASGARD Capital Management Limited	8,097	31,416.36
12/03/2013	ASGARD Capital Management Limited	-8,097	-31,416.36
20/03/2013	ASGARD Capital Management Limited	2,500	9,525.00
26/03/2013	ASGARD Capital Management Limited	-3,170	-12,236.20
9/04/2013	ASGARD Capital Management Limited	10,000	38,100.00
9/04/2013	ASGARD Capital Management Limited	13,000	49,530.00
12/04/2013	ASGARD Capital Management Limited	9,800	37,828.00
15/04/2013	ASGARD Capital Management Limited	1,727	6,597.14
15/04/2013	ASGARD Capital Management Limited	-1,727	-6,597.14
23/04/2013	ASGARD Capital Management Limited	-3,500	-13,055.00
	<b>Total</b>	<b>44,132</b>	<b>163,908.58</b>
	<b>Asgard Capital Management Limited Total :</b>	<b>44,132</b>	<b>163,908.58</b>

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**BT Funds Management Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
23/01/2012	BT Portfolio Services Limited	-5,500	-16,133.70
7/02/2012	BT Portfolio Services Limited	2,394	7,648.59
10/02/2012	BT Portfolio Services Limited	2,500	8,035.00
13/02/2012	BT Portfolio Services Limited	-10,000	-31,864.00
16/02/2012	BT Portfolio Services Limited	12,000	40,156.80
28/02/2012	BT Portfolio Services Limited	1,510	4,998.10
8/03/2012	BT Portfolio Services Limited	10,000	30,836.00
23/03/2012	BT Portfolio Services Limited	8,000	24,884.00
26/03/2012	BT Portfolio Services Limited	3,245	10,030.94
26/03/2012	BT Portfolio Services Limited	2,600	8,060.00
27/03/2012	BT Portfolio Services Limited	2,000	6,316.40

27/03/2012	BT Portfolio Services Limited	1,300	4,095.00
27/03/2012	BT Portfolio Services Limited	7,883	24,831.45
27/03/2012	BT Portfolio Services Limited	-6,383	-20,106.45
27/03/2012	BT Portfolio Services Limited	-500	-1,575.00
27/03/2012	BT Portfolio Services Limited	-800	-2,520.00
27/03/2012	BT Portfolio Services Limited	-1,500	-4,725.00
3/04/2012	BT Portfolio Services Limited	5,000	16,176.00
7/05/2012	BT Portfolio Services Limited	5,000	15,300.00
9/05/2012	BT Portfolio Services Limited	3,200	9,828.48
17/05/2012	BT Portfolio Services Limited	10,000	29,136.00
21/05/2012	BT Portfolio Services Limited	5,000	14,436.50
24/05/2012	BT Portfolio Services Limited	5,000	14,436.50
31/05/2012	BT Portfolio Services Limited	-10,000	-29,064.00
4/06/2012	BT Portfolio Services Limited	3,161	9,024.02
8/06/2012	BT Portfolio Services Limited	3,839	10,911.59
13/06/2012	BT Portfolio Services Limited	5,000	14,036.50
13/06/2012	BT Portfolio Services Limited	5,000	13,686.50
18/06/2012	BT Portfolio Services Limited	5,000	14,086.50
3/07/2012	BT Portfolio Services Limited	103	336.07
12/07/2012	BT Portfolio Services Limited	2,000	5,401.00
6/08/2012	BT Portfolio Services Limited	500	1,305.00
6/08/2012	BT Portfolio Services Limited	-500	-1,305.00
8/08/2012	BT Portfolio Services Limited	-15,000	-41,361.00
17/08/2012	BT Portfolio Services Limited	-1,383	-4,237.10
21/08/2012	BT Portfolio Services Limited	-10,000	-32,064.00
22/08/2012	BT Portfolio Services Limited	-1,980	-6,138.00
28/08/2012	BT Portfolio Services Limited	-10,000	-32,664.00
28/08/2012	BT Portfolio Services Limited	-2,500	-8,140.00
30/08/2012	BT Portfolio Services Limited	10,000	31,636.00
13/09/2012	BT Portfolio Services Limited	-3,704	-11,445.36
18/09/2012	BT Portfolio Services Limited	2,600	8,018.40
18/09/2012	BT Portfolio Services Limited	-2,600	-7,904.00
8/10/2012	BT Portfolio Services Limited	-10,000	-31,064.00
18/10/2012	BT Portfolio Services Limited	-1,510	-4,711.20
26/10/2012	BT Portfolio Services Limited	-1,800	-5,651.64
5/12/2012	BT Portfolio Services Limited	-485	-1,539.92
10/12/2012	BT Portfolio Services Limited	-1,515	-4,720.74
21/12/2012	BT Portfolio Services Limited	-2,394	-8,127.15
28/12/2012	BT Portfolio Services Limited	-4,533	-15,557.26
16/01/2013	BT Portfolio Services Limited	-13,000	-48,172.80
16/01/2013	BT Portfolio Services Limited	-17,000	-63,384.50
18/01/2013	BT Portfolio Services Limited	600	2,262.00
18/01/2013	BT Portfolio Services Limited	375	1,413.75
18/01/2013	BT Portfolio Services Limited	375	1,413.75
18/01/2013	BT Portfolio Services Limited	-7,000	-26,267.50
18/01/2013	BT Portfolio Services Limited	-375	-1,413.75
25/01/2013	BT Portfolio Services Limited	1,000	3,966.30
14/02/2013	BT Portfolio Services Limited	445	1,843.06
20/02/2013	BT Portfolio Services Limited	650	2,645.50
11/03/2013	BT Portfolio Services Limited	-2,040	-8,021.69
14/03/2013	BT Portfolio Services Limited	2,628	9,970.11
18/03/2013	BT Portfolio Services Limited	730	2,861.60
26/03/2013	BT Portfolio Services Limited	375	1,455.00
26/03/2013	BT Portfolio Services Limited	375	1,455.00
26/03/2013	BT Portfolio Services Limited	-375	-1,455.00
26/03/2013	BT Portfolio Services Limited	-375	-1,455.00
11/04/2013	BT Portfolio Services Limited	8,715	33,639.90



11/04/2013	BT Portfolio Services Limited	-4,500	-17,370.00
11/04/2013	BT Portfolio Services Limited	-4,215	-16,269.90
18/04/2013	BT Portfolio Services Limited	-16,440	-59,982.98
23/04/2013	BT Portfolio Services Limited	-1,500	-5,648.70
30/04/2013	BT Portfolio Services Limited	-1,954	-7,542.44
	<b>Total</b>	<b>-33,258</b>	<b>-139,029.47</b>

**BT Funds Management Limited Total :** **-33,258** **-139,029.47**

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**BT Funds Management No.2 Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
20/01/2012	HSBC Custody Nominees (Australia) Limited.	7,112	20,980.40
23/01/2012	HSBC Custody Nominees (Australia) Limited.	44,726	131,941.70
30/01/2012	HSBC Custody Nominees (Australia) Limited.	5,108	14,813.20
31/01/2012	HSBC Custody Nominees (Australia) Limited.	30,910	89,948.10
1/02/2012	HSBC Custody Nominees (Australia) Limited.	59,457	175,992.72
2/02/2012	HSBC Custody Nominees (Australia) Limited.	11,346	34,945.68
3/02/2012	HSBC Custody Nominees (Australia) Limited.	17,178	53,595.36
20/02/2012	HSBC Custody Nominees (Australia) Limited.	-15,261	-50,819.13
20/02/2012	HSBC Custody Nominees (Australia) Limited.	-7,739	-25,770.87
17/05/2012	HSBC Custody Nominees (Australia) Limited.	2,402	7,037.86
18/05/2012	HSBC Custody Nominees (Australia) Limited.	22,509	65,276.10
26/09/2012	HSBC Custody Nominees (Australia) Limited.	35,269	106,865.07
28/09/2012	HSBC Custody Nominees (Australia) Limited.	23,040	70,041.60
24/12/2012	HSBC Custody Nominees (Australia) Limited.	-11,151	-37,913.40
24/12/2012	HSBC Custody Nominees (Australia) Limited.	-18,849	-64,086.60
10/01/2013	HSBC Custody Nominees (Australia) Limited.	-8,439	-30,380.40
10/01/2013	HSBC Custody Nominees (Australia) Limited.	-1,103	-3,970.80
15/01/2013	HSBC Custody Nominees (Australia) Limited.	-51,841	-193,366.93
15/01/2013	HSBC Custody Nominees (Australia) Limited.	-30,399	-113,388.27
15/01/2013	HSBC Custody Nominees (Australia) Limited.	-7,982	-29,772.86
15/01/2013	HSBC Custody Nominees (Australia) Limited.	-7,430	-27,713.90
15/01/2013	HSBC Custody Nominees (Australia) Limited.	-514	-1,917.22
17/01/2013	HSBC Custody Nominees (Australia) Limited.	-16,730	-62,737.50
17/01/2013	HSBC Custody Nominees (Australia) Limited.	-22,128	-82,980.00
28/03/2013	HSBC Custody Nominees (Australia) Limited.	15,346	57,700.96
1/05/2013	HSBC Custody Nominees (Australia) Limited.	-8,935	-34,042.35
1/05/2013	HSBC Custody Nominees (Australia) Limited.	-9,784	-37,277.04
2/05/2013	HSBC Custody Nominees (Australia) Limited.	-11,603	-43,395.22
2/05/2013	HSBC Custody Nominees (Australia) Limited.	-7,708	-28,827.92
2/05/2013	HSBC Custody Nominees (Australia) Limited.	-9,954	-37,227.96
3/05/2013	HSBC Custody Nominees (Australia) Limited.	-14,557	-55,316.60
	<b>Total</b>	<b>12,296</b>	<b>-131,766.22</b>

**BT Funds Management No.2 Limited Total :** **12,296** **-131,766.22**

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**BT Investment Management (Fund Services) Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
20/01/2012	Australia and New Zealand Banking Group Limited	529	1,560.55
23/01/2012	Australia and New Zealand Banking Group Limited	3,324	9,805.80
30/01/2012	Australia and New Zealand Banking Group Limited	1,368	3,967.20
31/01/2012	Australia and New Zealand Banking Group	3,762	10,947.42

	Limited		
1/02/2012	Australia and New Zealand Banking Group Limited	5,197	15,383.12
2/02/2012	Australia and New Zealand Banking Group Limited	721	2,220.68
3/02/2012	Australia and New Zealand Banking Group Limited	1,263	3,940.56
1/05/2012	Australia and New Zealand Banking Group Limited	-3,123	-9,899.91
26/09/2012	Australia and New Zealand Banking Group Limited	10,722	32,487.66
28/09/2012	Australia and New Zealand Banking Group Limited	2,065	6,277.60
17/10/2012	Australia and New Zealand Banking Group Limited	-864	-2,652.48
17/10/2012	Australia and New Zealand Banking Group Limited	-2,164	-6,643.48
9/11/2012	Australia and New Zealand Banking Group Limited	1,728	5,408.64
20/12/2012	Australia and New Zealand Banking Group Limited	-1,255	-4,279.55
20/12/2012	Australia and New Zealand Banking Group Limited	-1,068	-3,641.88
24/12/2012	Australia and New Zealand Banking Group Limited	-640	-2,176.00
24/12/2012	Australia and New Zealand Banking Group Limited	-682	-2,318.80
24/12/2012	Australia and New Zealand Banking Group Limited	-2,090	-7,106.00
15/01/2013	Australia and New Zealand Banking Group Limited	-4,251	-15,856.23
15/01/2013	Australia and New Zealand Banking Group Limited	-3,245	-12,103.85
15/01/2013	Australia and New Zealand Banking Group Limited	-594	-2,215.62
15/01/2013	Australia and New Zealand Banking Group Limited	-1,020	-3,804.60
17/01/2013	Australia and New Zealand Banking Group Limited	-1,308	-4,905.00
17/01/2013	Australia and New Zealand Banking Group Limited	-668	-2,505.00
17/01/2013	Australia and New Zealand Banking Group Limited	-1,636	-6,135.00
28/03/2013	Australia and New Zealand Banking Group Limited	1,428	5,369.28
28/03/2013	Australia and New Zealand Banking Group Limited	-1,428	-5,369.28
28/03/2013	Australia and New Zealand Banking Group Limited	1,428	5,369.28
2/05/2013	Australia and New Zealand Banking Group Limited	-2,327	-8,702.98
3/05/2013	Australia and New Zealand Banking Group Limited	-1,158	-4,400.40
	<b>Total</b>	<b>4,014</b>	<b>-1,978.27</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
20/01/2012	National Australian Custodian Services	4,163	12,280.85
20/01/2012	National Australian Custodian Services	2,162	6,377.90
20/01/2012	National Australian Custodian Services	1,149	3,389.55
23/01/2012	National Australian Custodian Services	26,181	77,233.95
23/01/2012	National Australian Custodian Services	13,599	40,117.05
23/01/2012	National Australian Custodian Services	7,223	21,307.85

30/01/2012	National Australian Custodian Services	10,859	31,491.10
30/01/2012	National Australian Custodian Services	5,640	16,356.00
30/01/2012	National Australian Custodian Services	2,996	8,688.40
31/01/2012	National Australian Custodian Services	29,776	86,648.16
31/01/2012	National Australian Custodian Services	15,466	45,006.06
31/01/2012	National Australian Custodian Services	8,215	23,905.65
1/02/2012	National Australian Custodian Services	41,006	121,377.76
1/02/2012	National Australian Custodian Services	21,301	63,050.96
1/02/2012	National Australian Custodian Services	11,313	33,486.48
2/02/2012	National Australian Custodian Services	5,643	17,380.44
2/02/2012	National Australian Custodian Services	2,933	9,033.64
2/02/2012	National Australian Custodian Services	1,557	4,795.56
3/02/2012	National Australian Custodian Services	9,930	30,981.60
3/02/2012	National Australian Custodian Services	5,159	16,096.08
3/02/2012	National Australian Custodian Services	2,740	8,548.80
17/05/2012	National Australian Custodian Services	21,612	63,323.16
17/05/2012	National Australian Custodian Services	11,220	32,874.60
17/05/2012	National Australian Custodian Services	5,916	17,333.88
18/05/2012	National Australian Custodian Services	21,244	61,607.60
18/05/2012	National Australian Custodian Services	11,034	31,998.60
18/05/2012	National Australian Custodian Services	5,850	16,965.00
26/09/2012	National Australian Custodian Services	67,817	205,485.51
26/09/2012	National Australian Custodian Services	35,238	106,771.14
26/09/2012	National Australian Custodian Services	18,457	55,924.71
28/09/2012	National Australian Custodian Services	17,647	53,646.88
28/09/2012	National Australian Custodian Services	9,166	27,864.64
28/09/2012	National Australian Custodian Services	4,867	14,795.68
9/11/2012	National Australian Custodian Services	12,487	39,084.31
9/11/2012	National Australian Custodian Services	6,475	20,266.75
9/11/2012	National Australian Custodian Services	3,436	10,754.68
15/01/2013	National Australian Custodian Services	-6,182	-23,058.86
15/01/2013	National Australian Custodian Services	-5,000	-18,650.00
15/01/2013	National Australian Custodian Services	-38,206	-142,508.38
15/01/2013	National Australian Custodian Services	-16,571	-61,809.83
15/01/2013	National Australian Custodian Services	-2,241	-8,358.93
15/01/2013	National Australian Custodian Services	-13,670	-50,989.10
15/01/2013	National Australian Custodian Services	-2,597	-9,686.81
15/01/2013	National Australian Custodian Services	-7,101	-26,486.73
15/01/2013	National Australian Custodian Services	-3,231	-12,051.63
15/01/2013	National Australian Custodian Services	-8,608	-32,107.84
15/01/2013	National Australian Custodian Services	-19,845	-74,021.85
15/01/2013	National Australian Custodian Services	-1,142	-4,259.66
15/01/2013	National Australian Custodian Services	-1,438	-5,363.74
15/01/2013	National Australian Custodian Services	-2,726	-10,167.98
15/01/2013	National Australian Custodian Services	-3,280	-12,234.40
15/01/2013	National Australian Custodian Services	-218	-813.14
15/01/2013	National Australian Custodian Services	-10,592	-39,508.16
15/01/2013	National Australian Custodian Services	-997	-3,718.81
15/01/2013	National Australian Custodian Services	-3,306	-12,331.38
17/01/2013	National Australian Custodian Services	-32,491	-121,841.25
17/01/2013	National Australian Custodian Services	-16,878	-63,292.50
17/01/2013	National Australian Custodian Services	-3,631	-13,616.25
17/01/2013	National Australian Custodian Services	-3,619	-13,571.25
17/01/2013	National Australian Custodian Services	-1,704	-6,390.00
28/03/2013	National Australian Custodian Services	12,838	48,270.88
28/03/2013	National Australian Custodian Services	6,668	25,071.68
28/03/2013	National Australian Custodian Services	3,537	13,299.12

28/03/2013	National Australian Custodian Services	-12,838	-48,270.88
28/03/2013	National Australian Custodian Services	12,838	48,270.88
28/03/2013	National Australian Custodian Services	-6,668	-25,071.68
28/03/2013	National Australian Custodian Services	6,668	25,071.68
28/03/2013	National Australian Custodian Services	-3,537	-13,299.12
28/03/2013	National Australian Custodian Services	3,537	13,299.12
2/05/2013	National Australian Custodian Services	-1,042	-3,897.08
2/05/2013	National Australian Custodian Services	-19,465	-72,799.10
2/05/2013	National Australian Custodian Services	-10,133	-37,897.42
2/05/2013	National Australian Custodian Services	-521	-1,948.54
2/05/2013	National Australian Custodian Services	-839	-3,137.86
2/05/2013	National Australian Custodian Services	-4,812	-17,996.88
3/05/2013	National Australian Custodian Services	-10,200	-38,760.00
3/05/2013	National Australian Custodian Services	-5,300	-20,140.00
3/05/2013	National Australian Custodian Services	-2,811	-10,681.80
	<b>Total</b>	<b>244,123</b>	<b>548,795.50</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
20/01/2012	National Nominees Limited	1,262	3,722.90
23/01/2012	National Nominees Limited	7,936	23,411.20
30/01/2012	National Nominees Limited	3,288	9,535.20
31/01/2012	National Nominees Limited	9,022	26,254.02
1/02/2012	National Nominees Limited	12,436	36,810.56
2/02/2012	National Nominees Limited	1,715	5,282.20
3/02/2012	National Nominees Limited	3,015	9,406.80
17/05/2012	National Nominees Limited	6,491	19,018.63
18/05/2012	National Nominees Limited	6,427	18,638.30
26/09/2012	National Nominees Limited	20,225	61,281.75
28/09/2012	National Nominees Limited	5,348	16,257.92
9/11/2012	National Nominees Limited	3,776	11,818.88
15/01/2013	National Nominees Limited	-11,565	-43,137.45
15/01/2013	National Nominees Limited	-1,911	-7,128.03
15/01/2013	National Nominees Limited	-1,509	-5,628.57
15/01/2013	National Nominees Limited	-4,191	-15,632.43
15/01/2013	National Nominees Limited	-583	-2,174.59
15/01/2013	National Nominees Limited	-5,024	-18,739.52
17/01/2013	National Nominees Limited	-9,837	-36,888.75
28/03/2013	National Nominees Limited	3,886	14,611.36
28/03/2013	National Nominees Limited	-3,886	-14,611.36
28/03/2013	National Nominees Limited	3,886	14,611.36
2/05/2013	National Nominees Limited	-271	-1,013.54
2/05/2013	National Nominees Limited	-5,938	-22,208.12
3/05/2013	National Nominees Limited	-3,088	-11,734.40
	<b>Total</b>	<b>40,910</b>	<b>91,764.32</b>

**BT Investment Management (Fund Services)  
Limited Total :**

**289,047 638,581.55**

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**BT Investment Management (Institutional) Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
20/01/2012	HSBC Custody Nominees (Australia) Limited.	31,643	93,346.85
23/01/2012	HSBC Custody Nominees (Australia) Limited.	198,991	587,023.45
30/01/2012	HSBC Custody Nominees (Australia) Limited.	38,741	112,348.90
31/01/2012	HSBC Custody Nominees (Australia) Limited.	158,475	461,162.25
1/02/2012	HSBC Custody Nominees (Australia) Limited.	277,051	820,070.96
2/02/2012	HSBC Custody Nominees (Australia) Limited.	53,324	164,237.92

3/02/2012	HSBC Custody Nominees (Australia) Limited.	80,445	250,988.40
20/02/2012	HSBC Custody Nominees (Australia) Limited.	-65,452	-217,955.16
20/02/2012	HSBC Custody Nominees (Australia) Limited.	-31,548	-105,054.84
17/05/2012	HSBC Custody Nominees (Australia) Limited.	26,867	78,720.31
18/05/2012	HSBC Custody Nominees (Australia) Limited.	108,428	314,441.20
26/09/2012	HSBC Custody Nominees (Australia) Limited.	312,272	946,184.16
28/09/2012	HSBC Custody Nominees (Australia) Limited.	107,746	327,547.84
9/11/2012	HSBC Custody Nominees (Australia) Limited.	-27,902	-87,333.26
10/01/2013	HSBC Custody Nominees (Australia) Limited.	-36,079	-129,884.40
10/01/2013	HSBC Custody Nominees (Australia) Limited.	-14,285	-51,426.00
10/01/2013	HSBC Custody Nominees (Australia) Limited.	-81,886	-294,789.60
15/01/2013	HSBC Custody Nominees (Australia) Limited.	-31,134	-116,129.82
15/01/2013	HSBC Custody Nominees (Australia) Limited.	-30,413	-113,440.49
15/01/2013	HSBC Custody Nominees (Australia) Limited.	-32,365	-120,721.45
15/01/2013	HSBC Custody Nominees (Australia) Limited.	-251,195	-936,957.35
15/01/2013	HSBC Custody Nominees (Australia) Limited.	-125,883	-469,543.59
17/01/2013	HSBC Custody Nominees (Australia) Limited.	-65,983	-247,436.25
17/01/2013	HSBC Custody Nominees (Australia) Limited.	-104,983	-393,686.25
17/01/2013	HSBC Custody Nominees (Australia) Limited.	-18,404	-69,015.00
28/03/2013	HSBC Custody Nominees (Australia) Limited.	73,996	278,224.96
11/04/2013	HSBC Custody Nominees (Australia) Limited.	61,255	240,732.15
1/05/2013	HSBC Custody Nominees (Australia) Limited.	-31,549	-120,201.69
1/05/2013	HSBC Custody Nominees (Australia) Limited.	-16,939	-64,537.59
1/05/2013	HSBC Custody Nominees (Australia) Limited.	-22,014	-83,873.34
2/05/2013	HSBC Custody Nominees (Australia) Limited.	-138,326	-517,339.24
3/05/2013	HSBC Custody Nominees (Australia) Limited.	-68,804	-261,455.20
	<b>Total</b>	<b>334,090</b>	<b>274,248.83</b>

**BT Investment Management (Institutional)  
Limited Total :**

**334,090 274,248.83**

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**Westpac RE Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
6/02/2012	HSBC Custody Nominees (Australia) Limited.	2,120	6,762.80
23/02/2012	HSBC Custody Nominees (Australia) Limited.	-10,430	-34,836.20
24/02/2012	HSBC Custody Nominees (Australia) Limited.	-3,645	-12,101.40
27/02/2012	HSBC Custody Nominees (Australia) Limited.	-10,996	-35,627.04
2/03/2012	HSBC Custody Nominees (Australia) Limited.	-11,505	-35,895.60
23/05/2012	HSBC Custody Nominees (Australia) Limited.	23,200	66,584.00
29/05/2012	HSBC Custody Nominees (Australia) Limited.	14,500	42,195.00
6/06/2012	HSBC Custody Nominees (Australia) Limited.	13,100	37,728.00
	<b>Total</b>	<b>16,344</b>	<b>34,809.56</b>
	<b>Westpac RE Limited Total :</b>	<b>16,344</b>	<b>34,809.56</b>

## ANNEXURE A – ASSOCIATED COMPANIES

This is annexure 'A' (being 3 pages) referred to in Form 605, Notice of ceasing to be a substantial holder, lodged for Westpac and its associated entities

Tim Hartin – Company Secretary WBC – 3/05/2013

1925 (Commercial) Pty Limited	Australia	Sallmoor Pty Limited	Australia
1925 (Industrial) Pty Limited	Australia	Securitor Financial Group Limited	Australia
1925 Advances Pty Limited	Australia	Seed Pool Trust No. 2	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Series 2007-1G WST Trust	Australia
Advance Asset Management Limited	Australia	Series 2008-1M WST Trust	Australia
Altitude Administration Pty Limited	Australia	Series 2009-1 WST Trust	Australia
Altitude Rewards Pty Limited	Australia	Series 2011-1 WST Trust	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2011-2 WST Trust	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	Series 2011-3 WST Trust	Australia
Ascalon Capital Managers Limited	Australia	Series 2012-1 WST Trust	Australia
Ascalon Funds Seed Pool Trust	Australia	Series 2013-1 WST Trust	Australia
Asgard Capital Management Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Asgard Wealth Solutions Limited	Australia	St.George Business Finance Pty Limited	Australia
Athena Finance Pty Limited	Australia	St.George Custodial Pty Limited	Australia
Australian Loan Processing Security Company Pty Limited	Australia	St.George Equity Finance Limited	Australia
Australian Loan Processing Security Trust	Australia	St.George Finance Holdings Limited	Australia
Belliston Pty Limited	Australia	St.George Finance Limited	Australia
Bill Acceptance Corporation Limited	Australia	St.George Group Holdings Pty Limited	Australia
BLE Capital Investments Pty Limited	Australia	St.George Life Limited	Australia
BLE Capital Limited	Australia	St.George Motor Finance Limited	Australia
BLE Development Pty Limited	Australia	St.George Procurement Management Pty Limited	Australia
BLE Holdings Pty Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT (Queensland) Pty Limited	Australia	Sydney Capital Corp Inc.	USA
BT Australia Pty Limited	Australia	Tavarua Funding Trust III	USA
BT Financial Group (NZ) Limited	New Zealand	Tavarua Funding Trust IV	USA
BT Financial Group Pty Limited	Australia	Teuton Pty Limited	Australia
BT Funds Management (NZ) Limited	New Zealand	The Home Mortgage Company Limited	New Zealand
BT Funds Management Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Funds Management No.2 Limited	Australia	The Warehouse Financial Services Limited	New Zealand
BT Investment Management (Institutional) Limited	Australia	TIF International 1 Pty Limited	Australia
BT Investment Management (Fund Services) Limited	Australia	Value Nominees Pty Limited	Australia
BT Investment Management Limited	Australia	W1 Investments Pty Limited	Australia
BT Life Limited	Australia	Waratah Receivables Corp Pty Limited	Australia
BT Long Term Income Fund	Australia	Waratah Securities Australia Limited	Australia
BT Portfolio Services Limited	Australia	Westpac (NZ) Investments Limited	New Zealand
BT Private Nominees Pty Limited (formerly known as BT Investment Management No.2 Limited)	Australia	Westpac Administration Pty Limited	Australia
BT Securities Limited	Australia	Westpac Altitude Rewards Trust	Australia
BT Short Term Income Fund	Australia	Westpac Americas Inc.	USA

BTIM UK Limited	UK	Westpac Asian Lending Pty Limited	Australia
Castlereagh Trust	Australia	Westpac Bank of Tonga	Tonga
CBA Limited	Australia	Westpac Bank Samoa Limited	Samoa
Challenge Finance Pty Limited	Australia	Westpac Banking Corporation	Australia
Challenge Limited	Australia	Westpac Bank-PNG-Limited	Papua New Guinea
Codrington S.a.r.l.	Luxembourg	Westpac Capital Holdings Inc.	USA
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Capital Markets Holding Corp.	USA
Crusade CP Management Pty Limited	Australia	Westpac Capital Markets LLC	USA
Crusade CP No.1 Pty Limited	Australia	Westpac Capital Trust III	USA
Crusade CP Trust No. 41	Australia	Westpac Capital Trust IV	USA
Crusade CP Trust No. 44	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade CP Trust No. 48	Australia	Westpac Cash PIE Fund	New Zealand
Crusade CP Trust No. 49	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Trust No. 50	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 52	Australia	Westpac Covered Bond Trust New	Australia
Crusade CP Trust No. 53	Australia	Westpac Custodian Nominees Limited	Australia
Crusade CP Trust No. 54	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 55	Australia	Westpac Delta LLC	USA
Crusade CP Trust No. 56	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade CP Trust No. 57	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade CP Trust No. 58	Australia	Westpac Equipment Finance Limited	Australia
Crusade CP Trust No. 60	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade Euro Trust 1E of 2006	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade Euro Trust 1E of 2007	Australia	Westpac Equity Pty Limited	Australia
Crusade Global Trust 1 of 2005	Australia	Westpac Europe Limited	UK
Crusade Global Trust 1 of 2006	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Global Trust 1 of 2007	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 2P Trust of 2008	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
Danaby Pty Limited	Australia	Westpac Funds Financing Pty Limited	Australia
eQR Securities Pty. Limited	Australia	Westpac General Insurance Limited	Australia
FAI Trust No 2	Australia	Westpac General Insurance Services Limited	Australia
G.C.L. Investments Pty Limited	Australia	Westpac Group Investment-NZ-Limited	New Zealand
General Credit Holdings Pty Limited	Australia	Westpac Group Investments Australia Pty Limited	Australia
General Credits Pty Limited	Australia	Westpac Holdings-NZ-Limited	New Zealand
Halcyon Securities Limited	Australia	Westpac Investment Capital Corporation	USA
Hastings Advisers LLC	USA	Westpac Investment Vehicle No.2 Pty Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac Investment Vehicle Pty Limited	Australia
Hastings Funds Management Asia Pty. Limited	Singapore	Westpac Investments U.K. Limited	UK
Hastings Funds Management (UK) Limited	UK	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Funds Management (USA) Inc.	USA	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Funds Management Limited	Australia	Westpac Life Insurance Services Limited	Australia
Hastings Group Pty Limited	Australia	Westpac Life-NZ-Limited	New Zealand

Hastings Investment Capital LP	USA	Westpac New Zealand Group Limited	New Zealand
Hastings Investments GP LLC	USA	Westpac New Zealand Limited	New Zealand
Hastings Investment Management Pty Ltd (formerly Hastings Private Equity Fund IIB Pty Limited)	Australia	Westpac Nominees-NZ-Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac NZ Covered Bond Holdings Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac NZ Covered Bond Limited	New Zealand
Hickory Trust	Australia	Westpac NZ Leasing Limited	New Zealand
Hitton Pty Limited	Australia	Westpac NZ Operations Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac NZ Securitisation Holdings Limited	New Zealand
J O Hambro Capital Management Holdings Limited	UK	Westpac NZ Securitisation Limited	New Zealand
J O Hambro Capital Management Limited	UK	Westpac NZ Securitisation No. 2 Limited	New Zealand
JOHCM (Singapore) Pte Limited	Singapore	Westpac Overseas Holdings No. 2 Pty Limited	Australia
JOHCM (USA) General Partner Inc	USA	Westpac Overseas Holdings Pty Limited	Australia
JOHCM (USA) Inc	USA	Westpac Pacific Limited Partnership	Australia
JOHCMG Share Trustee Limited	UK	Westpac Private Equity Pty Limited	Australia
Magnitude Group Pty Limited	Australia	Westpac Properties Limited	Australia
MIF Custodian Trust	New Zealand	Westpac RE Limited	Australia
Mortgage Management Limited	Australia	Westpac Securities Administration Limited	Australia
Nationwide Management Pty Limited	Australia	Westpac Securities Limited	Australia
Net Nominees Limited	Australia	Westpac Securities NZ Limited	New Zealand
Number 120 Limited1	New Zealand	Westpac Securitisation Holdings Pty Limited	Australia
Oniston Pty Limited	Australia	Westpac Securitisation Management Pty Limited	Australia
Packaging Properties 1 Pty Limited	Australia	Westpac Singapore Limited	Singapore
Packaging Properties 2 Pty Limited	Australia	Westpac Structured Products Limited	Australia
Packaging Properties 3 Pty Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Partnership Pacific Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Partnership Pacific Securities Limited	Australia	Westpac Term PIE Fund	New Zealand
Pashley Investments Pty Limited	Australia	Westpac TPS Trust	Australia
RAMS Financial Group Pty Limited	Australia	Westpac Unit Trust	Australia
RMS Warehouse Trust 2007-1	Australia	Westpac USA Inc.	USA

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

BT Investment Management Limited (63%)	Australia
BT Investment Management (RE) Limited (Subsidiary of BT Investment Management Limited)	Australia