



Company Secretary

AMP Limited
ABN: 49 079 354 519

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Sydney NSW 2000 Australia

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Sydney NSW 2001 Australia

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01 April 2011

Company Announcement Officer
ASX Limited

NOTICE OF INITIAL SUBSTANTIAL HOLDER

Dear Sir/Madam,

Pursuant to Section 671B of the Corporations Act, AMP Limited discloses a substantial holding in Telecom Corporation of New Zealand Limited. This holding includes positions acquired through Axa APH pursuant to the Agreements released to the market on 7 December, 2010.

The enclosed ASIC Form 603 discloses all required details.

A handwritten signature in black ink, appearing to read "B. Salter", with a long horizontal flourish extending to the right.

Brian Salter
General Counsel & Company Secretary, AMP

Form 603
Corporations Act 2001
Section 671B
Notice of Initial Substantial Holder

To: **Telecom Corp of New Zealand Ltd**
ACN/ARSN: 050 611 277

1. Details of substantial holder

Name: AMP Limited (ACN 079 354 519) and its related bodies corporate.
The holder became a substantial holder on 30-Mar-2011

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate had a relevant interest on the date the substantial holder are as follows:

<i>Class of securities</i>	<i>Number of securities</i>	<i>Persons' votes</i>	<i>Voting Power</i>
Ordinary Share	109,981,249	109,981,249	5.71%

3. Details of relevant interests

The nature of relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder are as follows:

<i>Holder of relevant interest</i>	<i>Nature of relevant interests</i>	<i>Class and number of securities</i>	<i>Persons' votes affected</i>
AMP Life Limited	AMP Life is legal and beneficial owner of the shares and has the power to exercise the right to vote and to dispose of the shares	Ordinary Share: 11,532,576	11,532,576
AMP Capital Investors Limited	AMP Capital, in its capacity as investment manager for various superannuation funds, institutional investor portfolios and unit trusts or as the responsible entity for registered and unregistered managed investment schemes, has the power to exercise, or control the exercise of, a right to vote attached to the securities and has the power to dispose of, or control the exercise of a dispose of, the securities	Ordinary Share: 9,741,843	9,741,843
AMP Capital Investors (NZ) Limited	In its capacity as investment manager for various superannuation funds, institutional investor portfolios and unit trusts has the power to exercise, or control the exercise of, a right to vote attached to the securities and has the power to dispose of, or control the exercise of a power to dispose of, the securities.	Ordinary Share: 37,441,772	37,441,772
ipac Asset Management Limited	In its capacity as investment manager for various superannuation funds, institutional investor portfolios and unit trusts or as the responsible entity for registered and unregistered managed investment schemes, has the power to exercise, or control the exercise of, a right to vote attached to the securities and has the power to dispose of, or control the exercise of a dispose of, the securities	Ordinary Share: 13,111,063	13,111,063

Assure New Zealand Limited	In its capacity as investment manager for various superannuation funds, institutional investor portfolios and unit trusts has the power to exercise, or control the exercise of, a right to vote attached to the securities and has the power to dispose of, or control the exercise of a power to dispose of, the securities.	Ordinary Share: 21,397,928	21,397,928
National Mutual Funds Management Limited	In its capacity as investment manager for various superannuation funds, institutional investor portfolios and unit trusts or as the responsible entity for registered and unregistered managed investment schemes, has the power to exercise, or control the exercise of, a right to vote attached to the securities and has the power to dispose of, or control the exercise of a dispose of, the securities	Ordinary Share: 16,756,067	16,756,067

4. Details of present registered holders

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

<i>Holder of relevant interest</i>	<i>Registered holder of securities</i>	<i>Person entitled to be registered as holder</i>	<i>Class and number of securities</i>	<i>Persons' votes affected</i>
AMP Life Limited	AMP Life Limited		Ordinary Share: 11,532,576	11,532,576
AMP Capital Investors Limited	Citicorp Nominees Pty Limited		Ordinary Share: 207,949	207,949
AMP Capital Investors Limited	Cogent Nominees Pty Limited		Ordinary Share: 6,643,857	6,643,857
AMP Capital Investors Limited	Cogent Nominees Pty Limited <SMP Accounts>		Ordinary Share: 2,035,678	2,035,678
AMP Capital Investors Limited	HSBC Custody Nominees (Australia) Limited		Ordinary Share: 627,257	627,257
AMP Capital Investors Limited	JP Morgan Nominees Australia Limited		Ordinary Share: 227,102	227,102
AMP Capital Investors (NZ) Limited	Cogent Nominees NZ Limited		Ordinary Share: 654,381	654,381
AMP Capital Investors (NZ) Limited	NZGT Nominees-AIF New Zealand Equity Fund		Ordinary Share: 13,724,772	13,724,772
AMP Capital Investors (NZ) Limited	NZGT Nominees-AIF New Zealand Strategic Equity Growth Fund		Ordinary Share: 5,582,107	5,582,107
AMP Capital Investors (NZ) Limited	The Northern Trust Company		Ordinary Share: 17,480,512	17,480,512
ipac Asset Management Limited	HSBC Custody Nominees (Australia) Limited		Ordinary Share: 13,111,063	13,111,063
Assure New Zealand Limited	HSBC Custody Nominees (Australia) Limited		Ordinary Share: 21,397,928	21,397,928
National Mutual Funds Management Limited	HSBC Custody Nominees (Australia) Limited		Ordinary Share: 16,756,067	16,756,067

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

See Annexure 'A'

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

<i>Name and ACN (if applicable)</i>	<i>Nature of Association</i>
AMP Life Limited (ACN 79300379)	Related bodies corporate of AMP Limited under Part 1.2 of the Corporations Law
AMP Capital Investors Limited (ACN 1777591)	Related bodies corporate of AMP Limited under Part 1.2 of the Corporations Law
AMP Capital Investors (NZ) Limited (ACN 79312344)	Related bodies corporate of AMP Limited under Part 1.2 of the Corporations Law
ipac Asset Management Limited (ACN 3257225)	Related bodies corporate of AMP Limited under Part 1.2 of the Corporations Law
Assure New Zealand Limited (ACN 1046436)	Related bodies corporate of AMP Limited under Part 1.2 of the Corporations Law
National Mutual Funds Management Limited (ACN 6787720)	Related bodies corporate of AMP Limited under Part 1.2 of the Corporations Law

6. Addresses

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

<i>Name</i>	<i>Address</i>
AMP Life Limited	Level 24, 33 Alfred Street, Sydney NSW 2000
AMP Capital Investors Limited	Level 24, 33 Alfred Street, Sydney NSW 2000
AMP Capital Investors (NZ) Limited	Ground Floor, 113-119 The Terrace, Wellington
ipac Asset Management Limited	750 Collins Street, Docklands, Victoria 3008
Assure New Zealand Limited	Level 6, 80 The Terrace, Wellington
National Mutual Funds Management Limited	750 Collins Street, Docklands, Victoria 3008

Annexure 'A'

Security: Telecom Corp of New Zealand Ltd

<i>Holder of relevant interest</i>	<i>Date of acquisition</i>	<i>Nature of Consideration</i>	<i>consideration</i>	<i>Class and number of securities</i>
ipac Asset Management Limited	30-Mar-2011	Share acquisition	\$0	Ordinary Share: 129,000
Assure New Zealand Limited	30-Mar-2011	Share acquisition	\$0	Ordinary Share: 1,537,632
ipac Asset Management Limited	30-Mar-2011	Share acquisition	\$0	Ordinary Share: 6,237,105
ipac Asset Management Limited	30-Mar-2011	Share acquisition	\$0	Ordinary Share: 6,498,384
ipac Asset Management Limited	30-Mar-2011	Share acquisition	\$0	Ordinary Share: 246,574
National Mutual Funds Management Limited	30-Mar-2011	Share acquisition	\$0	Ordinary Share: 12,639,829
National Mutual Funds Management Limited	30-Mar-2011	Share acquisition	\$0	Ordinary Share: 3,589,181
National Mutual Funds Management Limited	30-Mar-2011	Share acquisition	\$0	Ordinary Share: 481,668
Assure New Zealand Limited	30-Mar-2011	Share acquisition	\$0	Ordinary Share: 8,134,436
Assure New Zealand Limited	30-Mar-2011	Share acquisition	\$0	Ordinary Share: 5,390,070
Assure New Zealand Limited	30-Mar-2011	Share acquisition	\$0	Ordinary Share: 1,595,525
Assure New Zealand Limited	30-Mar-2011	Share acquisition	\$0	Ordinary Share: 4,740,265
National Mutual Funds Management Limited	30-Mar-2011	Share acquisition	\$0	Ordinary Share: 45,389
AMP Capital Investors (NZ) Limited	08-Dec-2010	Share disposal	\$-966,617.81	Ordinary Share: -446,926
AMP Capital Investors (NZ) Limited	08-Dec-2010	Share disposal	\$-523,628.09	Ordinary Share: -242,105
AMP Capital Investors (NZ) Limited	08-Dec-2010	Share disposal	\$-31,064.49	Ordinary Share: -14,363
AMP Capital Investors (NZ) Limited	08-Dec-2010	Share disposal	\$-641,503.61	Ordinary Share: -296,606
AMP Capital Investors (NZ) Limited	09-Dec-2010	Share disposal	\$-1,039,179.18	Ordinary Share: -498,663
AMP Capital Investors (NZ) Limited	09-Dec-2010	Share disposal	\$-459,694.3	Ordinary Share: -220,590
AMP Capital Investors (NZ) Limited	09-Dec-2010	Share disposal	\$-585,057.32	Ordinary Share: -280,747
AMP Capital Investors (NZ) Limited	09-Dec-2010	Share disposal	\$-729,737.09	Ordinary Share: -349,039
AMP Capital Investors (NZ) Limited	09-Dec-2010	Share disposal	\$-322,827.63	Ordinary Share: -154,411
AMP Capital Investors (NZ) Limited	09-Dec-2010	Share disposal	\$-410,927.8	Ordinary Share: -196,550
AMP Capital Investors (NZ) Limited	09-Dec-2010	Share disposal	\$-168,124.8	Ordinary Share: -80,000
AMP Capital Investors (NZ) Limited	09-Dec-2010	Share disposal	\$-126,093.6	Ordinary Share: -60,000
AMP Capital Investors (NZ) Limited	09-Dec-2010	Share disposal	\$-126,093.6	Ordinary Share: -60,000
AMP Capital Investors (NZ) Limited	21-Dec-2010	Share acquisition	\$1,776	Ordinary Share: 800
AMP Capital Investors (NZ) Limited	21-Dec-2010	Share disposal	\$-1,776	Ordinary Share: -800
AMP Capital Investors (NZ) Limited	17-Jan-2011	Share disposal	\$-382,095.48	Ordinary Share: -169,000

Annexure 'A'

Security: Telecom Corp of New Zealand Ltd

AMP Capital Investors (NZ) Limited	17-Jan-2011	Share disposal	\$-296,180.52	Ordinary Share: -131,000
AMP Capital Investors (NZ) Limited	18-Jan-2011	Share disposal	\$-90,263.5	Ordinary Share: -40,100
AMP Capital Investors (NZ) Limited	18-Jan-2011	Share disposal	\$-18,007.68	Ordinary Share: -8,000
AMP Capital Investors (NZ) Limited	18-Jan-2011	Share disposal	\$-191,331.6	Ordinary Share: -85,000
AMP Capital Investors (NZ) Limited	04-Feb-2011	Share acquisition	\$3,806.16	Ordinary Share: 1,700
AMP Capital Investors (NZ) Limited	08-Feb-2011	Share disposal	\$-83,608.02	Ordinary Share: -38,800
AMP Capital Investors (NZ) Limited	08-Feb-2011	Share disposal	\$-83,177.06	Ordinary Share: -38,600
AMP Capital Investors (NZ) Limited	11-Feb-2011	Share disposal	\$-150,595.2	Ordinary Share: -70,000
AMP Capital Investors (NZ) Limited	14-Feb-2011	Share disposal	\$-151,378.35	Ordinary Share: -69,000
AMP Capital Investors (NZ) Limited	14-Feb-2011	Share disposal	\$-193,062.25	Ordinary Share: -88,000
AMP Capital Investors (NZ) Limited	15-Feb-2011	Share acquisition	\$20,444.42	Ordinary Share: 9,200
AMP Capital Investors (NZ) Limited	15-Feb-2011	Share acquisition	\$11,590.18	Ordinary Share: 5,200
AMP Capital Investors (NZ) Limited	15-Feb-2011	Share disposal	\$-151,331.44	Ordinary Share: -68,000
AMP Capital Investors (NZ) Limited	17-Feb-2011	Share disposal	\$-193,702.08	Ordinary Share: -88,000
AMP Capital Investors (NZ) Limited	21-Feb-2011	Share disposal	\$-191,949.12	Ordinary Share: -88,000
AMP Capital Investors (NZ) Limited	22-Feb-2011	Share disposal	\$-148,017.75	Ordinary Share: -69,000
AMP Capital Investors (NZ) Limited	22-Feb-2011	Share disposal	\$-188,776.26	Ordinary Share: -88,000
AMP Capital Investors (NZ) Limited	22-Feb-2011	Share disposal	\$-191,829.6	Ordinary Share: -90,000
AMP Capital Investors (NZ) Limited	23-Feb-2011	Share disposal	\$-107,070	Ordinary Share: -50,000
AMP Capital Investors (NZ) Limited	24-Feb-2011	Share acquisition	\$2,554.18	Ordinary Share: 1,200
AMP Capital Investors (NZ) Limited	01-Mar-2011	Share acquisition	\$1,289.14	Ordinary Share: 600
AMP Capital Investors (NZ) Limited	08-Mar-2011	Share acquisition	\$135,897.53	Ordinary Share: 63,757
AMP Capital Investors (NZ) Limited	08-Mar-2011	Share acquisition	\$361,136.56	Ordinary Share: 169,429
AMP Capital Investors (NZ) Limited	08-Mar-2011	Share acquisition	\$7,696.81	Ordinary Share: 3,611
AMP Capital Investors (NZ) Limited	08-Mar-2011	Share acquisition	\$774,170.69	Ordinary Share: 363,206
AMP Capital Investors (NZ) Limited	15-Mar-2011	Share acquisition	\$2,813,543.35	Ordinary Share: 1,406,300
AMP Capital Investors (NZ) Limited	15-Mar-2011	Share acquisition	\$1,524,711.22	Ordinary Share: 762,100
AMP Capital Investors (NZ) Limited	15-Mar-2011	Share acquisition	\$82,827.77	Ordinary Share: 41,400
AMP Capital Investors (NZ) Limited	15-Mar-2011	Share acquisition	\$1,925,045.44	Ordinary Share: 962,200
AMP Capital Investors (NZ) Limited	16-Mar-2011	Share acquisition	\$2,636,343.33	Ordinary Share: 1,314,300

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AMP Capital Investors (NZ) Limited	16-Mar-2011	Share acquisition	\$1,664,288.26	Ordinary Share: 829,700
AMP Capital Investors (NZ) Limited	16-Mar-2011	Share acquisition	\$2,174,988.26	Ordinary Share: 1,084,300
AMP Capital Investors (NZ) Limited	17-Mar-2011	Share acquisition	\$255,913.13	Ordinary Share: 129,552
AMP Capital Investors (NZ) Limited	17-Mar-2011	Share acquisition	\$387,433.27	Ordinary Share: 196,132
AMP Capital Investors (NZ) Limited	17-Mar-2011	Share acquisition	\$33,296.84	Ordinary Share: 16,856
AMP Capital Investors (NZ) Limited	17-Mar-2011	Share acquisition	\$311,041.76	Ordinary Share: 157,460
AMP Capital Investors (NZ) Limited	17-Mar-2011	Share acquisition	\$918,858.13	Ordinary Share: 461,638
AMP Capital Investors (NZ) Limited	17-Mar-2011	Share acquisition	\$426,909.41	Ordinary Share: 214,481
AMP Capital Investors (NZ) Limited	17-Mar-2011	Share acquisition	\$19,382.81	Ordinary Share: 9,738
AMP Capital Investors (NZ) Limited	17-Mar-2011	Share acquisition	\$625,279.65	Ordinary Share: 314,143
AMP Capital Investors (NZ) Limited	18-Mar-2011	Share disposal	\$-6,814	Ordinary Share: -3,400
AMP Capital Investors (NZ) Limited	18-Mar-2011	Share acquisition	\$191,613.08	Ordinary Share: 95,664
AMP Capital Investors (NZ) Limited	18-Mar-2011	Share acquisition	\$162,890.35	Ordinary Share: 81,324
AMP Capital Investors (NZ) Limited	18-Mar-2011	Share acquisition	\$25,251.57	Ordinary Share: 12,607
AMP Capital Investors (NZ) Limited	18-Mar-2011	Share acquisition	\$120,990.01	Ordinary Share: 60,405
AMP Capital Investors (NZ) Limited	18-Mar-2011	Share acquisition	\$470,020.99	Ordinary Share: 236,200
AMP Capital Investors (NZ) Limited	18-Mar-2011	Share acquisition	\$361,768.91	Ordinary Share: 181,800
AMP Capital Investors (NZ) Limited	18-Mar-2011	Share acquisition	\$23,083.16	Ordinary Share: 11,600
AMP Capital Investors (NZ) Limited	18-Mar-2011	Share acquisition	\$270,431.22	Ordinary Share: 135,900
AMP Capital Investors (NZ) Limited	21-Mar-2011	Share disposal	\$-12,684	Ordinary Share: -6,400
AMP Capital Investors (NZ) Limited	23-Mar-2011	Share disposal	\$-14,380	Ordinary Share: -7,200
AMP Capital Investors (NZ) Limited	29-Mar-2011	Share acquisition	\$13,751	Ordinary Share: 6,900
AMP Capital Investors Limited	06-Dec-2010	Share disposal	\$-230,236.91	Ordinary Share: -135,985
AMP Capital Investors Limited	07-Dec-2010	Share disposal	\$-1,322,226.46	Ordinary Share: -800,260
AMP Capital Investors Limited	08-Dec-2010	Share disposal	\$-6,245.83	Ordinary Share: -3,755
AMP Capital Investors Limited	16-Dec-2010	Share disposal	\$-32,696.08	Ordinary Share: -20,200
AMP Capital Investors Limited	23-Dec-2010	Share disposal	\$-24,875.61	Ordinary Share: -15,000
AMP Capital Investors Limited	04-Jan-2011	Share acquisition	\$47,040.2	Ordinary Share: 28,900
AMP Capital Investors Limited	15-Feb-2011	Share disposal	\$-32,915.27	Ordinary Share: -19,600
AMP Capital Investors Limited	22-Feb-2011	Share acquisition	\$51,908.12	Ordinary Share: 32,614

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Security: Telecom Corp of New Zealand Ltd

AMP Capital Investors Limited	22-Feb-2011	Share acquisition	\$-345,989.38	Ordinary Share: -217,386
AMP Capital Investors Limited	23-Feb-2011	Share acquisition	\$275,666.29	Ordinary Share: 129,029
AMP Capital Investors Limited	24-Feb-2011	Share acquisition	\$-342,828.12	Ordinary Share: -217,386
AMP Capital Investors Limited	24-Feb-2011	Share disposal	\$-51,367.05	Ordinary Share: -32,614
AMP Capital Investors Limited	24-Feb-2011	Share acquisition	\$51,433.83	Ordinary Share: 32,614
AMP Capital Investors Limited	24-Feb-2011	Share acquisition	\$237,127.84	Ordinary Share: 111,050
AMP Capital Investors Limited	24-Feb-2011	Share acquisition	\$218,496.3	Ordinary Share: 103,501
AMP Capital Investors Limited	28-Feb-2011	Share acquisition	\$50,404.82	Ordinary Share: 32,613
AMP Capital Investors Limited	28-Feb-2011	Share acquisition	\$-335,981.18	Ordinary Share: -217,387
AMP Capital Investors Limited	08-Mar-2011	Share acquisition	\$28,210.32	Ordinary Share: 18,337
AMP Capital Investors Limited	08-Mar-2011	Share acquisition	\$-188,032.37	Ordinary Share: -122,223
AMP Capital Investors Limited	09-Mar-2011	Share disposal	\$-68,233.1	Ordinary Share: -44,356
AMP Capital Investors Limited	09-Mar-2011	Share disposal	\$-162,580.48	Ordinary Share: -105,688
AMP Capital Investors Limited	10-Mar-2011	Share disposal	\$-8,474.52	Ordinary Share: -5,545
AMP Capital Investors Limited	10-Mar-2011	Share disposal	\$-20,190.6	Ordinary Share: -13,211
AMP Capital Investors Limited	11-Mar-2011	Share disposal	\$-33,507.33	Ordinary Share: -22,178
AMP Capital Investors Limited	11-Mar-2011	Share disposal	\$-79,838.63	Ordinary Share: -52,844
AMP Capital Investors Limited	15-Mar-2011	Share disposal	\$-64,382.8	Ordinary Share: -44,356
AMP Capital Investors Limited	15-Mar-2011	Share disposal	\$-153,406.29	Ordinary Share: -105,688
AMP Capital Investors Limited	16-Mar-2011	Share disposal	\$-163,382.83	Ordinary Share: -110,890
AMP Capital Investors Limited	16-Mar-2011	Share disposal	\$-389,295.81	Ordinary Share: -264,220
AMP Capital Investors Limited	18-Mar-2011	Share acquisition	\$182,419.38	Ordinary Share: 125,013
AMP Capital Investors Limited	18-Mar-2011	Share acquisition	\$116,689.58	Ordinary Share: 79,976
AMP Capital Investors Limited	18-Mar-2011	Share acquisition	\$213,072.87	Ordinary Share: 146,020
AMP Capital Investors Limited	18-Mar-2011	Share acquisition	\$728,273.8	Ordinary Share: 499,090
AMP Capital Investors Limited	18-Mar-2011	Share acquisition	\$-778,146.05	Ordinary Share: -533,321
AMP Capital Investors Limited	18-Mar-2011	Share disposal	\$-537,402.15	Ordinary Share: -368,489
AMP Capital Investors Limited	18-Mar-2011	Share acquisition	\$1,094,779	Ordinary Share: 750,258
AMP Capital Investors Limited	18-Mar-2011	Share disposal	\$-1,257,877.95	Ordinary Share: -862,509
AMP Capital Investors Limited	21-Mar-2011	Share acquisition	\$23,491.85	Ordinary Share: 15,995

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AMP Capital Investors Limited	21-Mar-2011	Share acquisition	\$42,891.91	Ordinary Share: 29,204
AMP Capital Investors Limited	21-Mar-2011	Share acquisition	\$146,602.69	Ordinary Share: 99,818
AMP Capital Investors Limited	21-Mar-2011	Share disposal	-\$126,721.35	Ordinary Share: -86,205
AMP Capital Investors Limited	21-Mar-2011	Share acquisition	\$220,381.37	Ordinary Share: 150,052
AMP Capital Investors Limited	21-Mar-2011	Share disposal	-\$370,448.82	Ordinary Share: -252,006
AMP Capital Investors Limited	21-Mar-2011	Share acquisition	\$36,720.43	Ordinary Share: 25,002
AMP Capital Investors Limited	21-Mar-2011	Share acquisition	-\$156,657.41	Ordinary Share: -106,664
AMP Capital Investors Limited	22-Mar-2011	Share acquisition	\$42,737.37	Ordinary Share: 29,204
AMP Capital Investors Limited	22-Mar-2011	Share acquisition	\$146,074.45	Ordinary Share: 99,818
AMP Capital Investors Limited	22-Mar-2011	Share acquisition	-\$156,077.36	Ordinary Share: -106,664
AMP Capital Investors Limited	22-Mar-2011	Share acquisition	\$36,589.6	Ordinary Share: 25,003
AMP Capital Investors Limited	22-Mar-2011	Share acquisition	\$23,404.87	Ordinary Share: 15,995
AMP Capital Investors Limited	22-Mar-2011	Share acquisition	\$219,585.82	Ordinary Share: 150,051
AMP Capital Investors Limited	23-Mar-2011	Share acquisition	\$28,551.48	Ordinary Share: 19,412
AMP Capital Investors Limited	23-Mar-2011	Share acquisition	\$18,264.24	Ordinary Share: 12,419
AMP Capital Investors Limited	23-Mar-2011	Share acquisition	\$33,349.28	Ordinary Share: 22,674
AMP Capital Investors Limited	23-Mar-2011	Share acquisition	\$113,986.78	Ordinary Share: 77,499
AMP Capital Investors Limited	23-Mar-2011	Share acquisition	-\$121,793.47	Ordinary Share: -82,815
AMP Capital Investors Limited	23-Mar-2011	Share acquisition	\$171,351.55	Ordinary Share: 116,501
AMP Life Limited	31-Dec-2010	Share Adjustment	-\$669,496.55	Ordinary Share: 0
AMP Life Limited	31-Dec-2010	Share Adjustment	-\$516,321.28	Ordinary Share: 0
AMP Life Limited	31-Dec-2010	Share Adjustment	\$30,752.26	Ordinary Share: 0
AMP Life Limited	31-Dec-2010	Share Adjustment	-\$3,263,312.27	Ordinary Share: 0
AMP Life Limited	31-Dec-2010	Share Adjustment	-\$4,128.55	Ordinary Share: 0
AMP Life Limited	31-Dec-2010	Share Adjustment	-\$1,346,175.52	Ordinary Share: 0
AMP Life Limited	31-Dec-2010	Share Adjustment	-\$443,371.61	Ordinary Share: 0
AMP Life Limited	09-Mar-2011	Share disposal	-\$76,278.44	Ordinary Share: -49,586
AMP Life Limited	09-Mar-2011	Share disposal	-\$164,789.5	Ordinary Share: -107,124
AMP Life Limited	09-Mar-2011	Share disposal	-\$143,440.88	Ordinary Share: -93,246
AMP Life Limited	10-Mar-2011	Share disposal	-\$9,472.51	Ordinary Share: -6,198

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AMP Life Limited	10-Mar-2011	Share disposal	\$-20,464.16	Ordinary Share: -13,390
AMP Life Limited	10-Mar-2011	Share disposal	\$-17,814.07	Ordinary Share: -11,656
AMP Life Limited	11-Mar-2011	Share disposal	\$-37,458.16	Ordinary Share: -24,793
AMP Life Limited	11-Mar-2011	Share disposal	\$-80,923.41	Ordinary Share: -53,562
AMP Life Limited	11-Mar-2011	Share disposal	\$-70,439.71	Ordinary Share: -46,623
AMP Life Limited	15-Mar-2011	Share disposal	\$-71,974.16	Ordinary Share: -49,586
AMP Life Limited	15-Mar-2011	Share disposal	\$-155,490.65	Ordinary Share: -107,124
AMP Life Limited	15-Mar-2011	Share disposal	\$-135,346.71	Ordinary Share: -93,246
AMP Life Limited	16-Mar-2011	Share disposal	\$-182,648.71	Ordinary Share: -123,966
AMP Life Limited	16-Mar-2011	Share disposal	\$-394,583.75	Ordinary Share: -267,809
AMP Life Limited	16-Mar-2011	Share disposal	\$-343,466.4	Ordinary Share: -233,115
AMP Life Limited	18-Mar-2011	Share acquisition	\$151,844.7	Ordinary Share: 104,060
AMP Life Limited	18-Mar-2011	Share acquisition	\$266,144.1	Ordinary Share: 182,390
AMP Life Limited	18-Mar-2011	Share acquisition	\$3,764,557.89	Ordinary Share: 2,579,872
AMP Life Limited	18-Mar-2011	Share disposal	\$-528,597.38	Ordinary Share: -362,053
AMP Life Limited	18-Mar-2011	Share disposal	\$-511,763.58	Ordinary Share: -350,523
AMP Life Limited	18-Mar-2011	Share disposal	\$-589,764.33	Ordinary Share: -404,393
AMP Life Limited	18-Mar-2011	Share disposal	\$-1,343,898.4	Ordinary Share: -921,492
AMP Life Limited	18-Mar-2011	Share disposal	\$-1,168,148.8	Ordinary Share: -800,983
AMP Life Limited	21-Mar-2011	Share acquisition	\$30,566.58	Ordinary Share: 20,812
AMP Life Limited	21-Mar-2011	Share disposal	\$-171,526.95	Ordinary Share: -116,685
AMP Life Limited	21-Mar-2011	Share disposal	\$-339,004.05	Ordinary Share: -230,615
AMP Life Limited	21-Mar-2011	Share disposal	\$-274,053.57	Ordinary Share: -186,431
AMP Life Limited	21-Mar-2011	Share acquisition	\$53,575.24	Ordinary Share: 36,478
AMP Life Limited	21-Mar-2011	Share acquisition	\$757,812.48	Ordinary Share: 515,975
AMP Life Limited	22-Mar-2011	Share acquisition	\$30,456.45	Ordinary Share: 20,812
AMP Life Limited	22-Mar-2011	Share acquisition	\$53,382.2	Ordinary Share: 36,478
AMP Life Limited	22-Mar-2011	Share acquisition	\$755,081.93	Ordinary Share: 515,975
AMP Life Limited	23-Mar-2011	Share acquisition	\$23,766.92	Ordinary Share: 16,159
AMP Life Limited	23-Mar-2011	Share acquisition	\$41,656.45	Ordinary Share: 28,322

Annexure 'A'

Security: Telecom Corp of New Zealand Ltd

AMP Life Limited	23-Mar-2011	Share acquisition	\$589,216.29	Ordinary Share: 400,605
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AMP GROUP COMPANIES (as at 31 March 2011)

Name	Country	Company No.
140 St Georges Terrace Pty Limited	Australia	121654108
255 George Street Investment A Pty Ltd	Australia	64751471
255 George Street Investment B Pty Ltd	Australia	64751588
35 Ocean Keys Pty Limited	Australia	122848917
Abbey Capital Real Estate Pty Limited	Australia	63958341
ACPP Industrial Pty Limited	Australia	108662022
ACPP Office Pty Limited	Australia	108662031
ACPP Retail Pty Limited	Australia	108662013
Aged Care Investment Services No. 1 Pty Limited	Australia	86801041
Aged Care Investment Services No. 2 Pty Limited	Australia	82747313
Allmarg Corporation Limited	New Zealand	WN/980668
AMP (UK) Finance Services Plc	United Kingdom	3551613
AMP ASAL Pty Limited	Australia	96046123
AMP Australian Financial Services Holdings Limited	Australia	102756794
AMP Bank Limited	Australia	81596009
AMP Capital (International Finance No. 1) SA	Luxembourg	B146275
AMP Capital (International Finance No. 2) SA	Luxembourg	B146277
AMP Capital AB Holdings Pty Limited	Australia	139529883
AMP Capital Advisors India Private Limited	Mauritius	PTC161734
AMP Capital Bayfair Pty Limited	Australia	121179486
AMP Capital Brookfield Pty Limited	Australia	119095297
AMP Capital Finance Limited	Australia	123968089
AMP Capital Global Property Securities Pty Limited	Australia	120524950
AMP Capital Holdings Limited	Australia	78651966
AMP Capital Investments No. 11 Limited	New Zealand	WN/1115593
AMP Capital Investments No. 14 Limited	New Zealand	1503268
AMP Capital Investments No. 2 Limited	New Zealand	WN/976346
AMP Capital Investments No. 8 Limited	New Zealand	WN/1039274
AMP Capital Investors (Hong Kong) Limited	Hong Kong	TBA
AMP Capital Investors (Luxembourg No. 3) S.à r.l.	Luxembourg	B137831
AMP Capital Investors (Luxembourg No. 4) S.à r.l.	Luxembourg	B149134
AMP Capital Investors (Luxembourg No. 5) S.à r.l.	Luxembourg	TBA
AMP Capital Investors (Luxembourg No. 6) S.à r.l.	Luxembourg	TBA
AMP Capital Investors (Luxembourg) S.à r.l.	Luxembourg	B140092
AMP Capital Investors (New Zealand) Limited	New Zealand	WN/461290
AMP Capital Investors (Property Funds Management Jersey) Limited	Jersey	91098
AMP Capital Investors (Singapore) Pte. Ltd.	Singapore	200312149D
AMP Capital Investors (Singapore) REIT Management Ltd.	Singapore	200716478N
AMP Capital Investors (UK) Limited	United Kingdom	5524536
AMP Capital Investors (US) Limited	United States	TBA
AMP Capital Investors Advisory (Beijing) Limited	China	110000450018958
AMP Capital Investors International Holdings Limited	Australia	114 352 957
AMP Capital Investors Japan KK	Japan	0199-01-115280
AMP Capital Investors KK [formerly Gemini Advisors Securities Investment Company KK]	Japan	TBA
AMP Capital Investors Limited	Australia	1777591
AMP Capital Investors Office and Industrial (Singapore) Pte. Ltd.	Singapore	200722741R
AMP Capital Investors Property Japan KK	Japan	TBA
AMP Capital Investors Real Estate Pty Limited	Australia	63858711
AMP Capital Lifestyle Limited	Australia	124342650
AMP Capital Office and Industrial Pty Limited	Australia	99105094
AMP Capital Palms Pty Limited	Australia	124646582
AMP Capital Property Nominees Limited	Australia	2301260
AMP Capital Shopping Centres Pty Limited	Australia	1595955
AMP CMBS No.1 Pty Limited	Australia	105197395
AMP CMBS No.2 Pty Limited	Australia	105197377
AMP Crossroads Pty Limited	Australia	107968212
AMP Custodian Services (NZ) Limited	New Zealand	WN/312763
AMP Davidson Road Pty Limited	Australia	107968203
AMP Finance Limited	Australia	2812704
AMP Finance Services Limited	Australia	80339466
AMP Financial Investment Group Holdings Limited	Australia	81596036
AMP Financial Planning Pty Limited	Australia	51208327
AMP Financial Services Holdings Limited	Australia	76716704
AMP Foundation Income Beneficiary Pty Limited	Australia	80375766
AMP Foundation Limited	Australia	76716697
AMP GBS Limited	Australia	87651947
AMP GDPF Pty Limited	Australia	120525019
AMP GI Distribution Pty Limited	Australia	98080810
AMP Global Property Investments Pty Ltd	Australia	3218415

Name	Country	Company No.
AMP Group Finance Services Limited	Australia	84247914
AMP Group Holdings Limited	Australia	79804676
AMP Group Services Limited	Australia	80339457
AMP Holdings Limited	Australia	79958062
AMP Insurance Investment Holdings Pty Limited	Australia	82562892
AMP Investment Management (NZ) Limited	New Zealand	WN339052
AMP Investment Services No. 2 Pty Limited	Australia	84332187
AMP Investment Services Pty Limited	Australia	63986989
AMP Investments Chile Limitada	Chile	78.816.400
AMP Lending Services Limited	Australia	113 408 941
AMP Life (NZ) Investments Holdings Limited	New Zealand	2195429
AMP Life (NZ) Investments Limited	New Zealand	2195430
AMP Life Limited	Australia	79300379
AMP Limited	Australia	79354519
AMP Macquarie Holding Pty Limited	Australia	103734836
AMP Macquarie Pty Limited	Australia	103734854
AMP NZ Carpark Limited	New Zealand	1806834
AMP Pacific Fair Pty Limited	Australia	103734890
AMP Personal Investment Services Limited	Australia	8630546
AMP Planner Register Company Pty Limited	Australia	129899896
AMP Private Capital Funds Holdings Limited	New Zealand	WN/1002011
AMP Private Capital New Zealand Limited	New Zealand	WN/981063
AMP Private Capital No. 2 Pty Limited	Australia	94036914
AMP Private Capital Pty Limited	Australia	88794692
AMP Private Investments Pty Limited	Australia	62239089
Amp Private Wealth Management Pty Ltd	Australia	139353496
AMP Property Investments (Qld) Pty. Ltd.	Australia	10806014
AMP Remuneration Reward Plans Nominees Pty Limited	Australia	4014635
AMP Riverside Plaza Pty Limited	Australia	107968187
AMP Royal Randwick Pty Limited	Australia	110549249
AMP Services (NZ) Limited	New Zealand	339042
AMP Services Holdings Limited	Australia	81102552
AMP Services Limited	Australia	81143786
AMP SMSF Holding Co. Pty Ltd	Australia	147879230
AMP Superannuation (NZ) Limited	New Zealand	30274
AMP Superannuation Limited	Australia	8414104
AMP Warringah Mall Pty Limited	Australia	108254100
AMP/ERGO Mortgage and Savings Limited	New Zealand	662366
Arrive Wealth Management Limited	Australia	64490446
Arrow Systems Pty Limited	Australia	77001211
Arthur Ellis & Co Limited	New Zealand	WN/143113
Auburn Mega Mall Pty Limited	Australia	111075828
Australian Mutual Provident Society Pty Limited	Australia	81589639
Australian Securities Administration Limited	Australia	2905197
AWOF New Zealand Office Pty Limited	Australia	122875790
CBD Financial Planning Pty Limited	Australia	002 515 442
Collins Place No. 2 Pty Ltd	Australia	90537643
Collins Place Pty Limited	Australia	84238497
Donaghys Australia Pty Limited	Australia	8580738
Donaghys Industries Limited	New Zealand	WN/383438
Donaghys International Limited	New Zealand	WN/322882
Donaghys Limited	New Zealand	WN/142919
Donaghys Pty Limited	Australia	4056508
Glendenning Pty Limited	Australia	126113264
Hillross Alliances Limited	Australia	96538288
Hillross Financial Services Limited	Australia	3323055
Hillross Innisfail Pty Limited	Australia	1004443
Hillross Wealth Management Centre Canberra Pty Ltd	Australia	139867888
Hillross Wealth Management Centre Melbourne Pty Ltd	Australia	137912666
Honeysuckle 231 Pty Limited	Australia	114 118 026
Hospital Car Parking Holdings Limited	New Zealand	1511062
Hospital Car Parking Limited	New Zealand	1511064
INSSA Pty Limited	Australia	63061192
Inversiones Mineras Los Andes Limitada	Chile	N/A
Kent Street Pty Limited	Australia	6794654
Kiwi Kat Limited	New Zealand	TBA
Knox City Shopping Centre Investments (No. 2) Pty Limited	Australia	63958378
Marrickville Metro Shopping Centre Pty Limited	Australia	111075837
Mowla Pty. Ltd.	Australia	5133835
Omega (Australia) Pty Limited	Australia	82747331
PHFT Finance Pty Limited	Australia	123249847

Name	Country	Company No.
PremierOne Mortgage Advice Pty Limited	Australia	102861316
Principal Healthcare Finance No.2 Pty Limited	Australia	90007926
Principal Healthcare Finance Pty Limited	Australia	69875476
Principal Healthcare Holding Pty Limited	Australia	107 257 054
Priority One Agency Services Pty Ltd	Australia	74621131
Priority One Financial Services Limited	Australia	69778883
Quay Mining (No. 2) Limited	Bermuda	EC25965
Quay Mining Pty Limited	Australia	2325895
Roost 2007 Limited	New Zealand	1935632
Scrabster Bay Pty Limited	Australia	65165522
SPP No. 1 (Rosebery) Pty Limited	Australia	104141906
SPP No. 1 Holdings Pty Limited	Australia	104141791
SPP No. 3A Investments Pty Limited	Australia	131530115
SPP No.1 (Alexandra Canal) Pty Limited	Australia	111 825 873
SPP No.1 (Cowes) Pty Limited	Australia	118155141
SPP No.1 (H) Pty Limited	Australia	111 825 917
SPP No.1 (Hawthorn) Pty Limited	Australia	117488454
SPP No.1 (Mona Vale) Pty Limited	Australia	104743384
SPP No.1 (Mornington) Pty Limited	Australia	118 456 698
SPP No.1 (Mt Waverley Financing) Pty Limited	Australia	115640456
SPP No.1 (Mt Waverley) Pty Limited	Australia	115640438
SPP No.1 (Newcastle) Pty Limited	Australia	113498865
SPP No.1 (North Melbourne) Pty Limited	Australia	106187740
SPP No.1 (Pakenham) Pty Limited	Australia	106187768
SPP No.1 (Point Cook) Pty Limited	Australia	106187713
SPP No.1 (Port Melbourne) Pty Limited	Australia	112322595
SPP No.1 (Q Stores) Pty Limited	Australia	111825793
Sugarland Shopping Centre Pty Limited	Australia	116429620
Sunshine West Development Pty Limited	Australia	110718119
Sunshine West Income Pty Limited	Australia	110718708
The India Infrastructure Fund LLC	Mauritius	23449/5327
TOA Pty Ltd	Australia	1811972
Waterfront Place (No. 2) Pty. Ltd.	Australia	10728042
Waterfront Place (No. 3) Pty. Ltd.	Australia	10790931
ACN 100 509 993 PTY LTD	Australia	100 509 993
ACCOUNTANTS RESOURCING (AUSTRALIA) PTY LTD	Australia	143 732 610
ADVISER RESOURCING PTY LTD	Australia	143 733 493
AR GROUP PTY LIMITED	Australia	140 258 911
ASSOCIATED PLANNERS FINANCIAL SERVICES PTY LIMITED	Australia	097 451 495
ASSOCIATED PLANNERS STRATEGIC FINANCE PTY LTD	Australia	003 688 060
AXA APH GESP DEFERRED (AUSTRALIA) PTY LIMITED	Australia	078 032 416
AXA APH GESP EXEMPT (AUSTRALIA) PTY LIMITED	Australia	078 032 381
AXA APH EXECUTIVE PLAN (AUSTRALIA) PTY LIMITED	Australia	078 032 363
AXA ASIA PACIFIC FINANCE LIMITED	Australia	006 363 837
AXA ASIA PACIFIC HOLDINGS LIMITED	Australia	069 123 011
AXA AUSTRALIA STAFF SUPERANNUATION PTY. LTD.	Australia	065 632 206
AXA FINANCIAL PLANNING LIMITED	Australia	005 799 977
AXA FUNDS MANAGEMENT LIMITED	Australia	133 185 994
AXA NEW ZEALAND FINANCE LTD	Australia	098 666 561
BMRI FINANCIAL SERVICES PTY LTD	Australia	080 971 295
CARTER BAX PTY LTD	Australia	096 666 410
CHARTER FINANCIAL PLANNING LIMITED	Australia	002 976 294
CLIENTCARE FINANCIAL PLANNING PTY LTD	Australia	007 112 174
DIDUS PTY. LTD.	Australia	006 874 595
ENEMELAY INVESTMENTS PTY LIMITED	Australia	000 403 323
FOUNDATION WEALTH ADVISERS PTY LIMITED	Australia	134 620 349
GARRISONS (ROSNY) PTY LIMITED	Australia	085 654 860
QUADRANT SECURITIES PTY LTD <i>(formerly called GARRISONS PTY LTD)</i>	Australia	009 556 370
GENESYS GROUP HOLDINGS PTY LIMITED	Australia	123 318 641
GENESYS GROUP LIMITED	Australia	003 357 024
GENESYS HOLDINGS LIMITED	Australia	144 956 006
GENESYS WEALTH ADVISERS (WA) PTY LTD	Australia	104 441 947
GENESYS WEALTH ADVISERS LIMITED	Australia	060 778 216
HINDMARSH SQUARE FINANCIAL SERVICES PTY LTD	Australia	080 732 896
HINDMARSH SQUARE WEALTH ADVISERS PTY LTD	Australia	125 357 226
IPAC ASSET MANAGEMENT LIMITED	Australia	003 257 225
IPAC FINANCIAL CARE PTY LTD	Australia	140 733 491
IPAC GROUP SERVICES PTY LTD	Australia	074 631 235
IPAC PORTFOLIO MANAGEMENT LIMITED	Australia	071 315 618
IPAC SECURITIES LIMITED	Australia	008 587 595
IPAC TAXATION SERVICES PTY LIMITED	Australia	113 983 529
LIDOMAIN PTY. LIMITED	Australia	009 096 780
LIFEFX PTY LTD	Australia	057 897 131

Name	Country	Company No.
MONERE FINANCIAL PLANNING LIMITED	Australia	074 225 353
MONITOR MONEY CORPORATION PTY. LTD.	Australia	001 459 856
MULTIPOINT PTY LIMITED	Australia	097 695 988
N M RURAL ENTERPRISES PTY LIMITED	Australia	001 913 113
N.M. SUPERANNUATION PROPRIETARY LIMITED	Australia	008 428 322
NATIONAL MUTUAL FUNDS MANAGEMENT (GLOBAL) LIMITED	Australia	057 398 393
NATIONAL MUTUAL FUNDS MANAGEMENT LTD.	Australia	006 787 720
NATIONAL MUTUAL INTERNATIONAL PTY. LIMITED	Australia	004 484 351
NATIONAL MUTUAL LIFE NOMINEES LIMITED	Australia	004 387 133
NM COMPUTER SERVICES PTY. LIMITED	Australia	001 239 667
NMMT LIMITED	Australia	058 835 573
NORTHSTAR LENDING PTY LTD	Australia	057 707 687
PAJODA INVESTMENTS PTY. LTD.	Australia	127 407 238
PARKSIDE INVESTORPLUS SOLUTIONS PTY LIMITED	Australia	003 884 651
PPS LIFESTYLE SOLUTIONS PTY LTD	Australia	051 228 641
PRIVATE WEALTH MANAGERS PTY LTD	Australia	002 705 642
SG (AUST) HOLDINGS PTY LTD	Australia	099 025 537
SILVERTON SECURITIES PROPRIETARY LIMITED	Australia	004 337 624
SOLAR RISK PTY LIMITED	Australia	092 265 373
STEPHENSON & WATT PROPRIETARY LIMITED	Australia	004 264 742
STERREY FINANCIAL PLANNING PTY LTD	Australia	091 308 539
STRATEGIC PLANNING PARTNERS PTY LTD	Australia	057 800 405
STRATEGIC WEALTH SOLUTIONS PTY LIMITED	Australia	108 131 871
SYNERGY CAPITAL MANAGEMENT LTD	Australia	062 264 108
TFS FINANCIAL PLANNING PTY LTD	Australia	088 309 308
THE NATIONAL MUTUAL LIFE ASSOCIATION OF AUSTRALASIA	Australia	004 020 437
TM FALLBACK OPTIONS PTY LTD	Australia	100 925 522
TM SECURITIES PTY LTD	Australia	099 131 754
TYNAN MACKENZIE HOLDINGS PTY LTD	Australia	076 640 376
TYNAN MACKENZIE PTY LTD	Australia	066 074 744
WALKER LAWRENCE & ASSOCIATES PTY LTD	Australia	010 861 257
WILSANIK PTY LTD	Australia	111 806 252
JOHN COOMBES AND COMPANY PTY LTD	Australia	072 534 868
FIRST QUEST CAPITAL PTY LTD	Australia	085 338 183
SUWARRAOW PTY LIMITED	Australia	063 498 662
FINANCIAL COMPOSURE PTY LTD	Australia	100 225 643
LINDWALL GROUP PTY LTD	Australia	110 998 699
RESOURCING SERVICES SDN BHD (registered in Malaysia)	Maylasia	Not Australian
AXA HONG KONG FINANCE LIMITED	Hong Kong	Not Australian
ADVICEFIRST LIMITED (FORMERLY KNOWN AS CHARTER FINANCIAL SOLUTIONS)	New Zealand	2104026
ASSURE FUNDS MANAGEMENT LIMITED	New Zealand	354245
ASSURE NEW ZEALAND LIMITED	New Zealand	1046436
ASSURE NOMINEES LIMITED	New Zealand	20027
AXA GLOBAL INVESTORS LIMITED	New Zealand	821674
AXA NEW ZEALAND HJV LIMITED	New Zealand	871365
AXA NEW ZEALAND LIMITED (FORMALY KNOWN AS SG PORTFOLIO MANAGEMENT GROUP LIMITED)	New Zealand	841648
AXA NEW ZEALAND NOMINEES LIMITED	New Zealand	9397
CLIENT PORTFOLIO ADMINISTRATION LIMITED	New Zealand	1084209
CLIENT RESERVE LIMITED	New Zealand	916483
GWM SPICERS LIMITED (FORMERLY KNOWN AS GOULD WEALTH MANAGEMENT LIMITED)	New Zealand	2132668
MORTGAGE BACKED BONDS LIMITED	New Zealand	1533595
NATIONAL MUTUAL ASSETS MANAGEMENT (NEW ZEALAND) LIMITED	New Zealand	507893
NATIONAL MUTUAL CORPORATE SUPERANNUATION SERVICES LIMITED	New Zealand	30575
NATIONAL MUTUAL CPS MANAGEMENT LIMITED	New Zealand	336794
NATIONAL MUTUAL FUNDS MANAGEMENT NZ LIMITED	New Zealand	366886
NATIONAL MUTUAL LEASING NZ LIMITED	New Zealand	19864
NATIONAL MUTUAL SUPERANNUATION MASTER TRUSTEE LIMITED	New Zealand	520178
QUANTUM FINANCIAL SOLUTIONS LIMITED	New Zealand	852572
S.G. HOLDINGS LIMITED	New Zealand	1169035
SPICERS PORTFOLIO MANAGEMENT LIMITED	New Zealand	364398
STERLING PORTFOLIO MANAGEMENT LIMITED	New Zealand	585648