
Form 603

Corporations Law
Section 671B

Notice of initial substantial holder

To Company Name/Scheme FLEETWOOD CORPORATION LIMITED

ACN/ARSN ABN 69 009 205 261

1. Details of substantial holder(1)

Name WESTPAC BANKING CORPORATION GROUP (WBC) and its associated companies listed in Annexure 'A'

ACN/ARSN (if applicable) ABN 33 007 457 141

The holder became a substantial holder on 8/07/2011

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

Class of securities	Number of securities	Person's votes (5)	Voting power (6)
ORDINARY SHARES	2,957,443	2,957,443	5.11%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder 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.	150,050
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	153,920

		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.	
BT Funds Management Limited	HSBC Custody Nominees (Australia) Limited. BT Portfolio Services 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.	135,611
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.	369,033
BT Investment Management (RE) Limited	Australia and New Zealand Banking Group Limited National Nominees Limited National Australian Custodian Services HSBC Custody Nominees (Australia) Limited.	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.	2,137,386
Westpac Staff Superannuation Plan PTY LTD	HSBC Custody Nominees (Australia) Limited.	Westpac Staff Superannuation Plan PTY LTD	11,443

4. Details of present registered holders

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

Holder of relevant interest	Registered holder of securities	Persons entitled to be registered as holder (8)	Class and number of securities
Westpac Staff Superannuation Plan PTY LTD	See Schedule	See Schedule	
BT Funds Management Limited	See Schedule	See Schedule	
Advance Asset Management Limited	See Schedule	See Schedule	
Asgard Capital	See Schedule	See Schedule	

Management Limited			
BT Funds Management No.2 Limited	See Schedule	See Schedule	
BT Investment Management (RE) Limited	See Schedule	See Schedule	

5. Consideration

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

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
WBC & associates	See Schedule	See Schedule		

6. Associates

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

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

7. 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
Westpac Staff Superannuation Plan PTY LTD	Level 20, Westpac Place, 275 Kent St Sydney NSW 2000
BT Funds Management 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
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 (RE) Limited	Level 15, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
FLEETWOOD CORPORATION LIMITED	Fleetwood Corporation Limited (FWD) 21 Regal Place East Perth WA 6004 Ph: (08) 9323 3300 Fax (08) 9202 1106

Signature

print name Les Vance capacity Company Secretary

sign here _____ date 12/7/2011

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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
 - (6) The person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
 - (7) 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).
- See the definition of “relevant agreement” in section 9 of the Corporations Law.
- (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) 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.

SCHEDULE

TRANSACTION HISTORY

Sales & Purchases for the period : 8/03/2011 to 8/07/2011

SECURITY:

FWD

Advance Asset Management Limited

Date	Registered Company	Quantity	Value
10/03/2011	HSBC Custody Nominees (Australia) Limited.	9,000	103,140.00
16/03/2011	HSBC Custody Nominees (Australia) Limited.	-1,000	-10,490.00
16/03/2011	HSBC Custody Nominees (Australia) Limited.	-6,000	-62,940.00
	Total	2,000	29,710.00
	Advance Asset Management Limited Total :	2,000	29,710.00

Asgard Capital Management Limited

Date	Registered Company	Quantity	Value
9/03/2011	ASGARD Capital Management Limited	-241	-2,749.81
11/03/2011	ASGARD Capital Management Limited	1,300	14,846.00
15/03/2011	ASGARD Capital Management Limited	-1,440	-15,868.80
18/03/2011	ASGARD Capital Management Limited	1,771	19,782.07
18/03/2011	ASGARD Capital Management Limited	-1,771	-19,782.07
22/03/2011	ASGARD Capital Management Limited	-1,800	-20,682.00
22/03/2011	ASGARD Capital Management Limited	-1,771	-20,065.43
23/03/2011	ASGARD Capital Management Limited	1,025	11,592.75
23/03/2011	ASGARD Capital Management Limited	-1,025	-11,592.75
28/03/2011	ASGARD Capital Management Limited	-800	-9,544.00
12/04/2011	ASGARD Capital Management Limited	-2,959	-35,123.33
2/05/2011	ASGARD Capital Management Limited	1,356	15,010.92
3/05/2011	ASGARD Capital Management Limited	800	8,920.00
3/05/2011	ASGARD Capital Management Limited	975	10,803.00
3/05/2011	ASGARD Capital Management Limited	-975	-10,803.00
4/05/2011	ASGARD Capital Management Limited	611	6,855.42
9/05/2011	ASGARD Capital Management Limited	1,500	17,085.00
9/05/2011	ASGARD Capital Management Limited	-1,500	-17,085.00
9/05/2011	ASGARD Capital Management Limited	-486	-5,623.02
10/05/2011	ASGARD Capital Management Limited	-1,245	-14,516.70
10/05/2011	ASGARD Capital Management Limited	-332	-3,798.08
11/05/2011	ASGARD Capital Management Limited	-288	-3,363.84
20/05/2011	ASGARD Capital Management Limited	898	10,282.10
24/05/2011	ASGARD Capital Management Limited	1,350	15,363.00
24/05/2011	ASGARD Capital Management Limited	-1,350	-15,363.00
	Total	-6,397	-75,420.57

Asgard Capital Management Limited Total : -6,397 -75,420.57

BT Funds Management Limited

Date	Registered Company	Quantity	Value
14/03/2011	HSBC Custody Nominees (Australia) Limited.	5,200	57,824.00
15/03/2011	HSBC Custody Nominees (Australia) Limited.	25	273.25
16/03/2011	HSBC Custody Nominees (Australia) Limited.	93	990.45
17/03/2011	HSBC Custody Nominees (Australia) Limited.	33	367.62
22/03/2011	HSBC Custody Nominees (Australia) Limited.	46	524.4
31/03/2011	HSBC Custody Nominees (Australia) Limited.	657	7,608.06
31/03/2011	HSBC Custody Nominees (Australia) Limited.	59	713.9
5/04/2011	HSBC Custody Nominees (Australia) Limited.	95	1,138.10
7/04/2011	HSBC Custody Nominees (Australia) Limited.	49	582.61
11/04/2011	HSBC Custody Nominees (Australia) Limited.	7,929	94,196.52
14/04/2011	HSBC Custody Nominees (Australia) Limited.	628	7,247.12
10/05/2011	HSBC Custody Nominees (Australia) Limited.	-628	-7,284.80
10/05/2011	HSBC Custody Nominees (Australia) Limited.	-7,929	-91,976.40
10/05/2011	HSBC Custody Nominees (Australia) Limited.	628	7,284.80
10/05/2011	HSBC Custody Nominees (Australia) Limited.	-7,929	-91,976.40
10/05/2011	HSBC Custody Nominees (Australia) Limited.	-628	-7,284.80
10/05/2011	HSBC Custody Nominees (Australia) Limited.	7,929	91,976.40
6/07/2011	HSBC Custody Nominees (Australia) Limited.	-1,247	-14,016.28
7/07/2011	HSBC Custody Nominees (Australia) Limited.	-77	-864.71
7/07/2011	HSBC Custody Nominees (Australia) Limited.	-110	-1,235.30
	Total	4,823	56,088.54

Date	Registered Company	Quantity	Value
9/03/2011	BT Portfolio Services Limited	1,000	11,076.34
10/03/2011	BT Portfolio Services Limited	-1,173	-13,136.45
11/03/2011	BT Portfolio Services Limited	433	4,989.21
11/03/2011	BT Portfolio Services Limited	615	7,047.34
16/03/2011	BT Portfolio Services Limited	1,000	10,706.34
21/03/2011	BT Portfolio Services Limited	-600	-6,881.44
22/03/2011	BT Portfolio Services Limited	172	1,988.54
28/03/2011	BT Portfolio Services Limited	-1,635	-19,501.91
1/04/2011	BT Portfolio Services Limited	1,668	20,006.14
5/04/2011	BT Portfolio Services Limited	-363	-4,323.29
7/04/2011	BT Portfolio Services Limited	834	9,988.68
15/04/2011	BT Portfolio Services Limited	-1,500	-16,808.66
3/05/2011	BT Portfolio Services Limited	480	5,318.40
3/05/2011	BT Portfolio Services Limited	-480	-5,318.40
11/05/2011	BT Portfolio Services Limited	843	9,993.05
12/05/2011	BT Portfolio Services Limited	-100	-1,102.66

19/05/2011	BT Portfolio Services Limited	435	5,018.10
20/05/2011	BT Portfolio Services Limited	-26,300	-300,083.00
20/05/2011	BT Portfolio Services Limited	26,300	300,083.00
20/06/2011	BT Portfolio Services Limited	-26,300	-264,857.00
28/06/2011	BT Portfolio Services Limited	1,000	10,962.61
30/06/2011	BT Portfolio Services Limited	450	5,121.34
5/07/2011	BT Portfolio Services Limited	441	5,037.28
7/07/2011	BT Portfolio Services Limited	891	10,042.27
7/07/2011	BT Portfolio Services Limited	890	10,031.04
	Total	-20,999	-204,603
	BT Funds Management Limited Total :	-16,176	-148,515

BT Funds Management No.2 Limited

Date	Registered Company	Quantity	Value
29/04/2011	HSBC Custody Nominees (Australia) Limited.	1,455	16,165.05
2/05/2011	HSBC Custody Nominees (Australia) Limited.	10,691	118,349.37
3/05/2011	HSBC Custody Nominees (Australia) Limited.	6,414	71,387.82
4/05/2011	HSBC Custody Nominees (Australia) Limited.	10,123	113,580.06
5/05/2011	HSBC Custody Nominees (Australia) Limited.	15,433	172,540.94
6/05/2011	HSBC Custody Nominees (Australia) Limited.	8,366	95,037.76
9/05/2011	HSBC Custody Nominees (Australia) Limited.	5,838	67,545.66
10/05/2011	HSBC Custody Nominees (Australia) Limited.	1,391	16,246.88
12/05/2011	HSBC Custody Nominees (Australia) Limited.	2,994	34,131.60
12/05/2011	HSBC Custody Nominees (Australia) Limited.	15,356	175,365.52
12/05/2011	HSBC Custody Nominees (Australia) Limited.	14,968	170,485.52
13/05/2011	HSBC Custody Nominees (Australia) Limited.	19,989	227,874.60
13/05/2011	HSBC Custody Nominees (Australia) Limited.	10,353	117,920.67
16/05/2011	HSBC Custody Nominees (Australia) Limited.	4,064	45,801.28
17/05/2011	HSBC Custody Nominees (Australia) Limited.	3,932	44,431.60
18/05/2011	HSBC Custody Nominees (Australia) Limited.	2,384	27,153.76
19/05/2011	HSBC Custody Nominees (Australia) Limited.	6,809	77,690.69
20/05/2011	HSBC Custody Nominees (Australia) Limited.	749	8,553.58
23/05/2011	HSBC Custody Nominees (Australia) Limited.	6,244	71,244.04
24/05/2011	HSBC Custody Nominees (Australia) Limited.	4,939	55,316.80
25/05/2011	HSBC Custody Nominees (Australia) Limited.	4,535	50,928.05
26/05/2011	HSBC Custody Nominees (Australia) Limited.	1,751	19,768.79
31/05/2011	HSBC Custody Nominees (Australia) Limited.	7,484	81,650.44
7/06/2011	HSBC Custody Nominees (Australia) Limited.	1,449	14,968.17
8/06/2011	HSBC Custody Nominees (Australia) Limited.	9,740	100,322.00
9/06/2011	HSBC Custody Nominees (Australia) Limited.	24,015	249,996.15
9/06/2011	HSBC Custody Nominees (Australia) Limited.	129	1,341.60
10/06/2011	HSBC Custody Nominees (Australia) Limited.	3,632	38,027.04
10/06/2011	HSBC Custody Nominees (Australia) Limited.	85,832	897,802.72
14/06/2011	HSBC Custody Nominees (Australia) Limited.	40,022	415,028.14

17/06/2011	HSBC Custody Nominees (Australia) Limited.	10,934	109,558.68
23/06/2011	HSBC Custody Nominees (Australia) Limited.	2,061	21,929.04
24/06/2011	HSBC Custody Nominees (Australia) Limited.	4,099	43,531.38
27/06/2011	HSBC Custody Nominees (Australia) Limited.	4,352	46,087.68
8/07/2011	HSBC Custody Nominees (Australia) Limited.	13,988	161,981.04
8/07/2011	HSBC Custody Nominees (Australia) Limited.	2,518	28,982.18
	Total	369,033	4,008,726.30
	BT Funds Management No.2 Limited Total :	369,033	4,008,726.30

BT Investment Management (RE) Limited

Date	Registered Company	Quantity	Value
29/04/2011	Australia and New Zealand Banking Group Limited	123	1,366.53
2/05/2011	Australia and New Zealand Banking Group Limited	903	9,996.21
3/05/2011	Australia and New Zealand Banking Group Limited	542	6,032.46
4/05/2011	Australia and New Zealand Banking Group Limited	855	9,593.10
5/05/2011	Australia and New Zealand Banking Group Limited	1,303	14,567.54
6/05/2011	Australia and New Zealand Banking Group Limited	706	8,020.16
9/05/2011	Australia and New Zealand Banking Group Limited	493	5,704.01
10/05/2011	Australia and New Zealand Banking Group Limited	117	1,366.56
12/05/2011	Australia and New Zealand Banking Group Limited	1,296	14,800.32
12/05/2011	Australia and New Zealand Banking Group Limited	1,264	14,396.96
12/05/2011	Australia and New Zealand Banking Group Limited	253	2,884.20
13/05/2011	Australia and New Zealand Banking Group Limited	874	9,954.86
13/05/2011	Australia and New Zealand Banking Group Limited	1,688	19,243.20
16/05/2011	Australia and New Zealand Banking Group Limited	343	3,865.61
17/05/2011	Australia and New Zealand Banking Group Limited	332	3,751.60
18/05/2011	Australia and New Zealand Banking Group Limited	201	2,289.39
19/05/2011	Australia and New Zealand Banking Group Limited	575	6,560.75
20/05/2011	Australia and New Zealand Banking Group Limited	63	719.46
23/05/2011	Australia and New Zealand Banking Group Limited	527	6,013.07
24/05/2011	Australia and New Zealand Banking Group Limited	417	4,670.40
25/05/2011	Australia and New Zealand Banking Group Limited	383	4,301.09
26/05/2011	Australia and New Zealand Banking Group Limited	148	1,670.92
31/05/2011	Australia and New Zealand Banking Group Limited	632	6,895.12
7/06/2011	Australia and New Zealand Banking Group Limited	286	2,954.38
8/06/2011	Australia and New Zealand Banking Group Limited	994	10,238.20
9/06/2011	Australia and New Zealand Banking Group Limited	10	104
9/06/2011	Australia and New Zealand Banking Group Limited	1,888	19,654.08
10/06/2011	Australia and New Zealand Banking Group Limited	7,173	75,029.58
10/06/2011	Australia and New Zealand Banking Group Limited	303	3,172.41
14/06/2011	Australia and New Zealand Banking Group Limited	3,254	33,743.98
17/06/2011	Australia and New Zealand Banking Group Limited	1,294	12,965.88
23/06/2011	Australia and New Zealand Banking Group Limited	243	2,585.52
24/06/2011	Australia and New Zealand Banking Group Limited	418	4,439.16

27/06/2011	Australia and New Zealand Banking Group Limited	330	3,494.70
8/07/2011	Australia and New Zealand Banking Group Limited	227	2,612.77
8/07/2011	Australia and New Zealand Banking Group Limited	1,258	14,567.64
	Total	31,716	344,225.82

Date	Registered Company	Quantity	Value
29/04/2011	HSBC Custody Nominees (Australia) Limited.	6,120	67,993.20
2/05/2011	HSBC Custody Nominees (Australia) Limited.	44,984	497,972.88
3/05/2011	HSBC Custody Nominees (Australia) Limited.	26,989	300,387.57
4/05/2011	HSBC Custody Nominees (Australia) Limited.	42,593	477,893.46
5/05/2011	HSBC Custody Nominees (Australia) Limited.	64,939	726,018.02
6/05/2011	HSBC Custody Nominees (Australia) Limited.	35,200	399,872.00
9/05/2011	HSBC Custody Nominees (Australia) Limited.	24,562	284,182.34
10/05/2011	HSBC Custody Nominees (Australia) Limited.	5,852	68,351.36
12/05/2011	HSBC Custody Nominees (Australia) Limited.	12,596	143,594.40
12/05/2011	HSBC Custody Nominees (Australia) Limited.	64,618	737,937.56
12/05/2011	HSBC Custody Nominees (Australia) Limited.	62,980	717,342.20
13/05/2011	HSBC Custody Nominees (Australia) Limited.	43,561	496,159.79
13/05/2011	HSBC Custody Nominees (Australia) Limited.	84,110	958,854.00
16/05/2011	HSBC Custody Nominees (Australia) Limited.	17,100	192,717.00
17/05/2011	HSBC Custody Nominees (Australia) Limited.	16,545	186,958.50
18/05/2011	HSBC Custody Nominees (Australia) Limited.	10,029	114,230.31
19/05/2011	HSBC Custody Nominees (Australia) Limited.	28,650	326,896.50
20/05/2011	HSBC Custody Nominees (Australia) Limited.	3,149	35,961.58
23/05/2011	HSBC Custody Nominees (Australia) Limited.	26,274	299,786.34
24/05/2011	HSBC Custody Nominees (Australia) Limited.	20,784	232,780.80
25/05/2011	HSBC Custody Nominees (Australia) Limited.	19,083	214,302.09
26/05/2011	HSBC Custody Nominees (Australia) Limited.	7,370	83,207.30
31/05/2011	HSBC Custody Nominees (Australia) Limited.	31,490	343,555.90
7/06/2011	HSBC Custody Nominees (Australia) Limited.	15,586	161,003.38
8/06/2011	HSBC Custody Nominees (Australia) Limited.	50,943	524,712.90
9/06/2011	HSBC Custody Nominees (Australia) Limited.	499	5,189.60
9/06/2011	HSBC Custody Nominees (Australia) Limited.	93,014	968,275.74
10/06/2011	HSBC Custody Nominees (Australia) Limited.	356,944	3,733,634.24
10/06/2011	HSBC Custody Nominees (Australia) Limited.	15,103	158,128.41
14/06/2011	HSBC Custody Nominees (Australia) Limited.	161,221	1,671,861.77
17/06/2011	HSBC Custody Nominees (Australia) Limited.	66,604	667,372.08
23/06/2011	HSBC Custody Nominees (Australia) Limited.	11,793	125,477.52
24/06/2011	HSBC Custody Nominees (Australia) Limited.	20,508	217,794.96
27/06/2011	HSBC Custody Nominees (Australia) Limited.	16,722	177,085.98
8/07/2011	HSBC Custody Nominees (Australia) Limited.	63,939	740,413.62
8/07/2011	HSBC Custody Nominees (Australia) Limited.	11,508	132,457.08
	Total	1,583,962	17,190,362.38

Date	Registered Company	Quantity	Value
29/04/2011	National Australian Custodian Services	963	10,698.93

29/04/2011	National Australian Custodian Services	500	5,555.00
29/04/2011	National Australian Custodian Services	265	2,944.15
2/05/2011	National Australian Custodian Services	7,076	78,331.32
2/05/2011	National Australian Custodian Services	3,676	40,693.32
2/05/2011	National Australian Custodian Services	1,951	21,597.57
3/05/2011	National Australian Custodian Services	4,245	47,289.30
3/05/2011	National Australian Custodian Services	2,205	24,541.65
3/05/2011	National Australian Custodian Services	1,170	13,033.80
4/05/2011	National Australian Custodian Services	6,700	75,174.00
4/05/2011	National Australian Custodian Services	3,480	39,045.60
4/05/2011	National Australian Custodian Services	1,847	20,723.34
5/05/2011	National Australian Custodian Services	10,215	114,203.70
5/05/2011	National Australian Custodian Services	5,306	59,321.08
5/05/2011	National Australian Custodian Services	2,816	31,482.88
6/05/2011	National Australian Custodian Services	5,537	62,900.32
6/05/2011	National Australian Custodian Services	2,876	32,671.36
6/05/2011	National Australian Custodian Services	1,527	17,346.72
9/05/2011	National Australian Custodian Services	3,864	44,706.48
9/05/2011	National Australian Custodian Services	2,007	23,220.99
9/05/2011	National Australian Custodian Services	1,065	12,322.05
10/05/2011	National Australian Custodian Services	920	10,745.60
10/05/2011	National Australian Custodian Services	478	5,583.04
10/05/2011	National Australian Custodian Services	254	2,966.72
12/05/2011	National Australian Custodian Services	10,164	116,072.88
12/05/2011	National Australian Custodian Services	1,981	22,583.40
12/05/2011	National Australian Custodian Services	9,907	112,939.80
12/05/2011	National Australian Custodian Services	5,280	60,297.60
12/05/2011	National Australian Custodian Services	1,029	11,730.60
12/05/2011	National Australian Custodian Services	5,146	58,612.94
12/05/2011	National Australian Custodian Services	2,803	32,010.26
12/05/2011	National Australian Custodian Services	546	6,224.40
12/05/2011	National Australian Custodian Services	2,731	31,133.40
13/05/2011	National Australian Custodian Services	13,230	150,822.00
13/05/2011	National Australian Custodian Services	6,852	78,044.28
13/05/2011	National Australian Custodian Services	6,873	78,352.20
13/05/2011	National Australian Custodian Services	3,559	40,537.01
13/05/2011	National Australian Custodian Services	1,889	21,515.71
13/05/2011	National Australian Custodian Services	3,648	41,587.20
16/05/2011	National Australian Custodian Services	2,690	30,316.30
16/05/2011	National Australian Custodian Services	1,397	15,744.19
16/05/2011	National Australian Custodian Services	742	8,362.34
17/05/2011	National Australian Custodian Services	2,602	29,402.60
17/05/2011	National Australian Custodian Services	1,352	15,277.60
17/05/2011	National Australian Custodian Services	718	8,113.40
18/05/2011	National Australian Custodian Services	1,578	17,973.42
18/05/2011	National Australian Custodian Services	819	9,328.41

18/05/2011	National Australian Custodian Services	435	4,954.65
19/05/2011	National Australian Custodian Services	4,507	51,424.87
19/05/2011	National Australian Custodian Services	2,341	26,710.81
19/05/2011	National Australian Custodian Services	1,242	14,171.22
20/05/2011	National Australian Custodian Services	495	5,652.90
20/05/2011	National Australian Custodian Services	257	2,934.94
20/05/2011	National Australian Custodian Services	137	1,564.54
23/05/2011	National Australian Custodian Services	4,133	47,157.53
23/05/2011	National Australian Custodian Services	2,147	24,497.27
23/05/2011	National Australian Custodian Services	1,139	12,995.99
24/05/2011	National Australian Custodian Services	3,269	36,612.80
24/05/2011	National Australian Custodian Services	1,698	19,017.60
24/05/2011	National Australian Custodian Services	901	10,091.20
25/05/2011	National Australian Custodian Services	3,002	33,712.46
25/05/2011	National Australian Custodian Services	1,559	17,507.57
25/05/2011	National Australian Custodian Services	828	9,298.44
26/05/2011	National Australian Custodian Services	1,159	13,085.11
26/05/2011	National Australian Custodian Services	602	6,796.58
26/05/2011	National Australian Custodian Services	320	3,612.80
31/05/2011	National Australian Custodian Services	4,953	54,037.23
31/05/2011	National Australian Custodian Services	2,573	28,071.43
31/05/2011	National Australian Custodian Services	1,366	14,903.06
7/06/2011	National Australian Custodian Services	2,229	23,025.57
7/06/2011	National Australian Custodian Services	1,156	11,941.48
7/06/2011	National Australian Custodian Services	619	6,394.27
8/06/2011	National Australian Custodian Services	7,778	80,113.40
8/06/2011	National Australian Custodian Services	4,038	41,591.40
8/06/2011	National Australian Custodian Services	2,150	22,145.00
9/06/2011	National Australian Custodian Services	14,812	154,192.92
9/06/2011	National Australian Custodian Services	79	821.6
9/06/2011	National Australian Custodian Services	7,696	80,115.36
9/06/2011	National Australian Custodian Services	41	426.4
9/06/2011	National Australian Custodian Services	22	228.8
9/06/2011	National Australian Custodian Services	4,082	42,493.62
10/06/2011	National Australian Custodian Services	2,379	24,908.13
10/06/2011	National Australian Custodian Services	56,235	588,218.10
10/06/2011	National Australian Custodian Services	1,236	12,940.92
10/06/2011	National Australian Custodian Services	29,211	305,547.06
10/06/2011	National Australian Custodian Services	656	6,868.32
10/06/2011	National Australian Custodian Services	15,505	162,182.30
14/06/2011	National Australian Custodian Services	25,519	264,632.03
14/06/2011	National Australian Custodian Services	13,257	137,475.09
14/06/2011	National Australian Custodian Services	7,035	72,952.95
17/06/2011	National Australian Custodian Services	10,087	101,071.74
17/06/2011	National Australian Custodian Services	5,236	52,464.72
17/06/2011	National Australian Custodian Services	2,791	27,965.82

23/06/2011	National Australian Custodian Services	1,910	20,322.40
23/06/2011	National Australian Custodian Services	991	10,544.24
23/06/2011	National Australian Custodian Services	524	5,575.36
24/06/2011	National Australian Custodian Services	3,279	34,822.98
24/06/2011	National Australian Custodian Services	1,702	18,075.24
24/06/2011	National Australian Custodian Services	901	9,568.62
27/06/2011	National Australian Custodian Services	2,571	27,252.60
27/06/2011	National Australian Custodian Services	1,337	14,158.83
27/06/2011	National Australian Custodian Services	712	7,547.20
8/07/2011	National Australian Custodian Services	9,886	114,578.74
8/07/2011	National Australian Custodian Services	1,780	20,487.80
8/07/2011	National Australian Custodian Services	925	10,646.75
8/07/2011	National Australian Custodian Services	5,136	59,474.88
8/07/2011	National Australian Custodian Services	2,744	31,802.96
8/07/2011	National Australian Custodian Services	494	5,685.94
	Total	446,283	4,844,153.40

Date	Registered Company	Quantity	Value
29/04/2011	National Nominees Limited	292	3,244.12
2/05/2011	National Nominees Limited	2,145	23,745.15
3/05/2011	National Nominees Limited	1,287	14,337.18
4/05/2011	National Nominees Limited	2,031	22,787.82
5/05/2011	National Nominees Limited	3,097	34,624.46
6/05/2011	National Nominees Limited	1,679	19,073.44
9/05/2011	National Nominees Limited	1,171	13,548.47
10/05/2011	National Nominees Limited	279	3,258.72
12/05/2011	National Nominees Limited	3,081	35,185.02
12/05/2011	National Nominees Limited	601	6,851.40
12/05/2011	National Nominees Limited	3,004	34,245.60
13/05/2011	National Nominees Limited	4,011	45,725.40
13/05/2011	National Nominees Limited	2,078	23,668.42
16/05/2011	National Nominees Limited	816	9,196.32
17/05/2011	National Nominees Limited	789	8,915.70
18/05/2011	National Nominees Limited	478	5,444.42
19/05/2011	National Nominees Limited	1,366	15,586.06
20/05/2011	National Nominees Limited	150	1,713.00
23/05/2011	National Nominees Limited	1,253	14,296.73
24/05/2011	National Nominees Limited	991	11,099.20
25/05/2011	National Nominees Limited	910	10,219.30
26/05/2011	National Nominees Limited	351	3,962.79
31/05/2011	National Nominees Limited	1,502	16,386.82
7/06/2011	National Nominees Limited	675	6,972.75
8/06/2011	National Nominees Limited	2,357	24,277.10
9/06/2011	National Nominees Limited	24	249.6
9/06/2011	National Nominees Limited	4,493	46,772.13
10/06/2011	National Nominees Limited	17,052	178,363.92

10/06/2011	National Nominees Limited	721	7,548.87
14/06/2011	National Nominees Limited	7,740	80,263.80
17/06/2011	National Nominees Limited	3,054	30,601.08
23/06/2011	National Nominees Limited	578	6,149.92
24/06/2011	National Nominees Limited	993	10,545.66
27/06/2011	National Nominees Limited	778	8,246.80
8/07/2011	National Nominees Limited	3,049	35,337.91
8/07/2011	National Nominees Limited	549	6,318.99
	Total	75,425	818,764.07

BT Investment Management (RE) Limited Total : 2,137,386 23,197,505.67

Westpac Staff Superannuation Plan PTY LTD

Date	Registered Company	Quantity	Value
17/06/2011	HSBC Custody Nominees (Australia) Limited.	1,101	11,032.02
	Total	1,101	11,032.02

ANNEXURE A – ASSOCIATED COMPANIES

This is the annexure 'A' (being 4 pages) referred to in Form 603, Notice of initial substantial holder, lodged for Westpac and its associated entities

Les Vance – Company Secretary WBC – 12/07/2011

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