

19 July 2012

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

Dear Sir/Madam,

Notice of change of interests of substantial holder

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

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

Yours faithfully,

Chris Millard
Company Secretary

Form 604

Corporations Law
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme FANTASTIC HOLDINGS LIMITED

ACN/ARSN ABN 19 004 000 775

1. Details of substantial holder(1)

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

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

There was a change in the interests of the
substantial holder on 17/07/2012

The previous notice was given to the company on 9/08/2010

The previous notice was dated 5/08/2010

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice in the company or scheme, are as follows:

Class of securities (4)	Previous Notice		Present Notice	
	Person's votes	Voting Power	Person's votes	Voting Power (5)
ORDINARY SHARES	8,052,847	7.84%	9,218,303	8.97%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
17/07/2012	WBC & its Associates Westpac Financial Services Group Limited (WFSG), BT Funds Management Limited, BT Funds Management No.2 Limited, BT Investment Management (RE) Limited	See Schedule	See Schedule	See Schedule	See Schedule

4. Present relevant interests

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

Holder of relevant interest	Registered holder of securities	Nature of relevant interest (6)	Number of securities
BT Funds Management 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.	6,900
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	BT Funds Management No 2 Limited is or may be the Manager of various Superannuation funds, Institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	1,236,813
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.	7,974,590

5. Changes in association

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

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

6. Addresses

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

Name	Address
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000
Westpac Financial Services Group Limited (WFSG)	Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000
BT Funds 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 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
FANTASTIC HOLDINGS LIMITED	Fantastic Holdings Limited

	c/- Accru Felsers Level 6, 1 Chifley Square SYDNEY NSW 2000 Tel: 02 9221 1655 Fax: 02 9233 8616
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Signature

print name Chris Millard capacity Company Secretary

sign here _____ date 19/7/2012

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of “associate” in section 9 of the Corporations Law.
- (3) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Law.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
- (6) Include details of:
 - (a) Any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and with a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) Any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write “unknown”.
- (9) Give details, if appropriate, of the present association and any changes in that association since the last substantial holding notice.

SCHEDULE

TRANSACTION HISTORY

Sales & Purchases for the period : 6/08/2010 to 17/07/2012

SECURITY: FAN

Advance Asset Management Limited

Date	Registered Company	Quantity	Value
6/08/2010	HSBC Custody Nominees (Australia) Limited.	-1,060	-2,215.40
19/08/2010	HSBC Custody Nominees (Australia) Limited.	-13,361	-27,657.27
2/09/2010	HSBC Custody Nominees (Australia) Limited.	-1,901	-3,802.00
3/09/2010	HSBC Custody Nominees (Australia) Limited.	-2,273	-4,546.00
6/09/2010	HSBC Custody Nominees (Australia) Limited.	-5,092	-10,133.08
16/09/2010	HSBC Custody Nominees (Australia) Limited.	-1,017	-2,084.85
20/09/2010	HSBC Custody Nominees (Australia) Limited.	-2,138	-4,682.22
21/09/2010	HSBC Custody Nominees (Australia) Limited.	-5,345	-11,705.55
26/11/2010	HSBC Custody Nominees (Australia) Limited.	-3,688	-8,224.24
30/11/2010	HSBC Custody Nominees (Australia) Limited.	-1,820	-3,913.00
30/11/2010	HSBC Custody Nominees (Australia) Limited.	-334	-718.10
30/11/2010	HSBC Custody Nominees (Australia) Limited.	-3,589	-7,716.35
30/11/2010	HSBC Custody Nominees (Australia) Limited.	-28,600	-61,490.00
30/11/2010	HSBC Custody Nominees (Australia) Limited.	-1,397	-3,003.55
30/11/2010	HSBC Custody Nominees (Australia) Limited.	-8,282	-17,806.30
30/11/2010	HSBC Custody Nominees (Australia) Limited.	-192	-420.48
30/11/2010	HSBC Custody Nominees (Australia) Limited.	-1,721	-3,700.15
30/11/2010	HSBC Custody Nominees (Australia) Limited.	-7,144	-15,359.60
	Total	-88,954	-189,178.14

Advance Asset Management Limited Total : -88,954 -189,178.14

BT Funds Management Limited

Date	Registered Company	Quantity	Value
21/02/2011	BT Portfolio Services Limited	13,330	.00
	Total	13,330	.00

BT Funds Management Limited Total : 13,330 .00

BT Funds Management No.2 Limited

Date	Registered Company	Quantity	Value
18/08/2010	HSBC Custody Nominees (Australia) Limited.	35,338	73,856.42
26/08/2010	HSBC Custody Nominees (Australia) Limited.	25,046	45,082.80
19/11/2010	HSBC Custody Nominees (Australia) Limited.	-9,294	-21,004.44
19/11/2010	HSBC Custody Nominees (Australia) Limited.	-1,346	-3,041.96
19/11/2010	HSBC Custody Nominees (Australia) Limited.	-2,415	-5,457.90
19/11/2010	HSBC Custody Nominees (Australia) Limited.	-1,553	-3,509.78
19/11/2010	HSBC Custody Nominees (Australia) Limited.	-900	-2,034.00
19/11/2010	HSBC Custody Nominees (Australia) Limited.	-2,583	-5,837.58
19/11/2010	HSBC Custody Nominees (Australia) Limited.	-1,243	-2,809.18
19/11/2010	HSBC Custody Nominees (Australia) Limited.	-7,974	-18,021.24

19/11/2010	HSBC Custody Nominees (Australia) Limited.	-3,307	-7,473.82
19/11/2010	HSBC Custody Nominees (Australia) Limited.	-2,252	-5,089.52
19/11/2010	HSBC Custody Nominees (Australia) Limited.	-10,100	-22,826.00
25/11/2010	HSBC Custody Nominees (Australia) Limited.	-4,368	-9,784.32
25/11/2010	HSBC Custody Nominees (Australia) Limited.	-11,613	-26,013.12
25/11/2010	HSBC Custody Nominees (Australia) Limited.	-8,087	-18,114.88
3/03/2011	HSBC Custody Nominees (Australia) Limited.	-45,000	-103,500.00
10/08/2011	HSBC Custody Nominees (Australia) Limited.	-10,000	-19,500.00
23/09/2011	HSBC Custody Nominees (Australia) Limited.	-7,000	-14,770.00
4/11/2011	HSBC Custody Nominees (Australia) Limited.	809	1,779.80
4/11/2011	HSBC Custody Nominees (Australia) Limited.	5,870	12,914.00
10/11/2011	HSBC Custody Nominees (Australia) Limited.	232	498.80
10/11/2011	HSBC Custody Nominees (Australia) Limited.	14,955	32,901.00
18/11/2011	HSBC Custody Nominees (Australia) Limited.	16,279	36,627.75
3/01/2012	HSBC Custody Nominees (Australia) Limited.	-3,287	-7,067.05
3/01/2012	HSBC Custody Nominees (Australia) Limited.	-27,215	-58,512.25
3/01/2012	HSBC Custody Nominees (Australia) Limited.	-998	-2,145.70
3/01/2012	HSBC Custody Nominees (Australia) Limited.	-947	-2,036.05
3/01/2012	HSBC Custody Nominees (Australia) Limited.	-2,860	-6,149.00
3/01/2012	HSBC Custody Nominees (Australia) Limited.	-4,515	-9,707.25
3/01/2012	HSBC Custody Nominees (Australia) Limited.	-178	-382.70
30/01/2012	HSBC Custody Nominees (Australia) Limited.	6,999	14,347.95
2/02/2012	HSBC Custody Nominees (Australia) Limited.	9,466	19,405.30
16/02/2012	HSBC Custody Nominees (Australia) Limited.	382	783.10
15/03/2012	HSBC Custody Nominees (Australia) Limited.	189	442.26
15/03/2012	HSBC Custody Nominees (Australia) Limited.	74	173.90
16/03/2012	HSBC Custody Nominees (Australia) Limited.	319	752.84
20/03/2012	HSBC Custody Nominees (Australia) Limited.	295	696.20
4/06/2012	HSBC Custody Nominees (Australia) Limited.	2,616	6,069.12
5/06/2012	HSBC Custody Nominees (Australia) Limited.	1,398	3,229.38
6/06/2012	HSBC Custody Nominees (Australia) Limited.	637	1,471.47
8/06/2012	HSBC Custody Nominees (Australia) Limited.	822	1,898.82
13/06/2012	HSBC Custody Nominees (Australia) Limited.	1,942	4,486.02
14/06/2012	HSBC Custody Nominees (Australia) Limited.	1,068	2,456.40
18/06/2012	HSBC Custody Nominees (Australia) Limited.	2,608	5,998.40
19/06/2012	HSBC Custody Nominees (Australia) Limited.	283	650.90
21/06/2012	HSBC Custody Nominees (Australia) Limited.	68	156.40
22/06/2012	HSBC Custody Nominees (Australia) Limited.	295	678.50
26/06/2012	HSBC Custody Nominees (Australia) Limited.	1,421	3,268.30
28/06/2012	HSBC Custody Nominees (Australia) Limited.	1,284	2,953.20
29/06/2012	HSBC Custody Nominees (Australia) Limited.	1,027	2,362.10
3/07/2012	HSBC Custody Nominees (Australia) Limited.	257	591.10
6/07/2012	HSBC Custody Nominees (Australia) Limited.	941	2,117.25
17/07/2012	HSBC Custody Nominees (Australia) Limited.	16,066	36,951.80
Total		-20,049	-59,186.46
BT Funds Management No.2 Limited Total :		-20,049	-59,186.46

BT Investment Management (RE) Limited

Date	Registered Company	Quantity	Value
18/08/2010	Australia and New Zealand Banking Group Limited	2,509	5,243.81
26/08/2010	Australia and New Zealand Banking Group Limited	4,801	8,641.80

2/09/2010	Australia and New Zealand Banking Group Limited	57	109.44
27/09/2010	Australia and New Zealand Banking Group Limited	3,176	6,796.64
28/09/2010	Australia and New Zealand Banking Group Limited	3,037	6,620.66
12/10/2011	Australia and New Zealand Banking Group Limited	379	739.05
14/10/2011	Australia and New Zealand Banking Group Limited	397	794.00
18/10/2011	Australia and New Zealand Banking Group Limited	275	563.75
19/10/2011	Australia and New Zealand Banking Group Limited	261	535.05
26/10/2011	Australia and New Zealand Banking Group Limited	1,737	3,647.70
27/10/2011	Australia and New Zealand Banking Group Limited	2,857	6,142.55
4/11/2011	Australia and New Zealand Banking Group Limited	28	61.60
4/11/2011	Australia and New Zealand Banking Group Limited	202	444.40
10/11/2011	Australia and New Zealand Banking Group Limited	1,266	2,785.20
10/11/2011	Australia and New Zealand Banking Group Limited	20	43.00
18/11/2011	Australia and New Zealand Banking Group Limited	2,190	4,927.50
3/01/2012	Australia and New Zealand Banking Group Limited	908	1,952.20
15/03/2012	Australia and New Zealand Banking Group Limited	410	963.50
15/03/2012	Australia and New Zealand Banking Group Limited	1,056	2,471.04
16/03/2012	Australia and New Zealand Banking Group Limited	32	75.52
20/03/2012	Australia and New Zealand Banking Group Limited	30	70.80
22/03/2012	Australia and New Zealand Banking Group Limited	58	136.88
4/06/2012	Australia and New Zealand Banking Group Limited	211	489.52
5/06/2012	Australia and New Zealand Banking Group Limited	113	261.03
6/06/2012	Australia and New Zealand Banking Group Limited	52	120.12
8/06/2012	Australia and New Zealand Banking Group Limited	66	152.46
13/06/2012	Australia and New Zealand Banking Group Limited	157	362.67
14/06/2012	Australia and New Zealand Banking Group Limited	86	197.80
18/06/2012	Australia and New Zealand Banking Group Limited	211	485.30
19/06/2012	Australia and New Zealand Banking Group Limited	23	52.90
21/06/2012	Australia and New Zealand Banking Group Limited	06	13.86
22/06/2012	Australia and New Zealand Banking Group Limited	24	55.20

26/06/2012	Australia and New Zealand Banking Group Limited	115	264.50
28/06/2012	Australia and New Zealand Banking Group Limited	104	239.20
29/06/2012	Australia and New Zealand Banking Group Limited	83	190.90
3/07/2012	Australia and New Zealand Banking Group Limited	21	48.30
6/07/2012	Australia and New Zealand Banking Group Limited	76	171.00
17/07/2012	Australia and New Zealand Banking Group Limited	689	1,584.70
	Total	27,723	58,455.55

Date	Registered Company	Quantity	Value
18/08/2010	HSBC Custody Nominees (Australia) Limited.	-83,684	-174,899.56
26/08/2010	HSBC Custody Nominees (Australia) Limited.	286,537	515,766.60
19/11/2010	HSBC Custody Nominees (Australia) Limited.	-3,798	-8,583.48
25/11/2010	HSBC Custody Nominees (Australia) Limited.	-18,404	-41,224.96
25/11/2010	HSBC Custody Nominees (Australia) Limited.	-3,170	-7,100.80
25/11/2010	HSBC Custody Nominees (Australia) Limited.	-11,269	-25,242.56
25/11/2010	HSBC Custody Nominees (Australia) Limited.	-19,187	-42,978.88
25/11/2010	HSBC Custody Nominees (Australia) Limited.	-31,970	-71,612.80
25/11/2010	HSBC Custody Nominees (Australia) Limited.	-11,152	-24,980.48
25/11/2010	HSBC Custody Nominees (Australia) Limited.	-7,850	-17,584.00
12/04/2011	HSBC Custody Nominees (Australia) Limited.	10,350	24,012.00
12/10/2011	HSBC Custody Nominees (Australia) Limited.	2,357	4,596.15
14/10/2011	HSBC Custody Nominees (Australia) Limited.	3,271	6,542.00
18/10/2011	HSBC Custody Nominees (Australia) Limited.	25,434	52,139.70
19/10/2011	HSBC Custody Nominees (Australia) Limited.	24,739	50,714.95
26/10/2011	HSBC Custody Nominees (Australia) Limited.	77,121	161,954.10
1/11/2011	HSBC Custody Nominees (Australia) Limited.	3,000	6,750.00
2/11/2011	HSBC Custody Nominees (Australia) Limited.	17,000	38,250.00
4/11/2011	HSBC Custody Nominees (Australia) Limited.	124,755	274,461.00
4/11/2011	HSBC Custody Nominees (Australia) Limited.	17,184	37,804.80
9/11/2011	HSBC Custody Nominees (Australia) Limited.	3,216	7,075.20
10/11/2011	HSBC Custody Nominees (Australia) Limited.	1,424	3,061.60
10/11/2011	HSBC Custody Nominees (Australia) Limited.	91,989	202,375.80
18/11/2011	HSBC Custody Nominees (Australia) Limited.	85,301	191,927.25
3/01/2012	HSBC Custody Nominees (Australia) Limited.	20,729	44,567.35
15/03/2012	HSBC Custody Nominees (Australia) Limited.	1,993	4,683.55
15/03/2012	HSBC Custody Nominees (Australia) Limited.	5,135	12,015.90
16/03/2012	HSBC Custody Nominees (Australia) Limited.	1,500	3,540.00
20/03/2012	HSBC Custody Nominees (Australia) Limited.	1,385	3,268.60
4/06/2012	HSBC Custody Nominees (Australia) Limited.	12,750	29,580.00
5/06/2012	HSBC Custody Nominees (Australia) Limited.	6,813	15,738.03
6/06/2012	HSBC Custody Nominees (Australia) Limited.	3,107	7,177.17
8/06/2012	HSBC Custody Nominees (Australia) Limited.	4,006	9,253.86
13/06/2012	HSBC Custody Nominees (Australia) Limited.	9,467	21,868.77
14/06/2012	HSBC Custody Nominees (Australia) Limited.	5,208	11,978.40
18/06/2012	HSBC Custody Nominees (Australia) Limited.	12,712	29,237.60
19/06/2012	HSBC Custody Nominees (Australia) Limited.	1,380	3,174.00
21/06/2012	HSBC Custody Nominees (Australia) Limited.	334	768.20
22/06/2012	HSBC Custody Nominees (Australia) Limited.	1,440	3,312.00
26/06/2012	HSBC Custody Nominees (Australia) Limited.	6,926	15,929.80

28/06/2012	HSBC Custody Nominees (Australia) Limited.	6,258	14,393.40
29/06/2012	HSBC Custody Nominees (Australia) Limited.	5,007	11,516.10
3/07/2012	HSBC Custody Nominees (Australia) Limited.	1,251	2,877.30
6/07/2012	HSBC Custody Nominees (Australia) Limited.	4,586	10,318.50
17/07/2012	HSBC Custody Nominees (Australia) Limited.	141,437	325,305.10
Total		836,618	1,743,727.26

Date	Registered Company	Quantity	Value
18/08/2010	National Australian Custodian Services	22,683	47,407.47
18/08/2010	National Australian Custodian Services	11,778	24,616.02
18/08/2010	National Australian Custodian Services	4,524	9,455.16
26/08/2010	National Australian Custodian Services	16,607	29,892.60
26/08/2010	National Australian Custodian Services	8,628	15,530.40
26/08/2010	National Australian Custodian Services	3,313	5,963.40
2/09/2010	National Australian Custodian Services	170	326.40
2/09/2010	National Australian Custodian Services	88	168.96
2/09/2010	National Australian Custodian Services	32	61.44
19/11/2010	National Australian Custodian Services	-13,225	-29,888.50
19/11/2010	National Australian Custodian Services	-6,856	-15,494.56
19/11/2010	National Australian Custodian Services	-2,636	-5,957.36
25/11/2010	National Australian Custodian Services	-16,470	-36,892.80
25/11/2010	National Australian Custodian Services	-8,551	-19,154.24
25/11/2010	National Australian Custodian Services	-3,283	-7,353.92
2/03/2011	National Australian Custodian Services	27,997	64,953.04
3/03/2011	National Australian Custodian Services	45,000	103,500.00
12/04/2011	National Australian Custodian Services	-10,350	-24,012.00
10/08/2011	National Australian Custodian Services	4,821	9,400.95
10/08/2011	National Australian Custodian Services	2,503	4,880.85
10/08/2011	National Australian Custodian Services	1,216	2,371.20
26/10/2011	National Australian Custodian Services	13,605	28,570.50
26/10/2011	National Australian Custodian Services	7,051	14,807.10
26/10/2011	National Australian Custodian Services	2,762	5,800.20
27/10/2011	National Australian Custodian Services	22,465	48,299.75
27/10/2011	National Australian Custodian Services	11,659	25,066.85
27/10/2011	National Australian Custodian Services	6,213	13,357.95
4/11/2011	National Australian Custodian Services	218	479.60
4/11/2011	National Australian Custodian Services	1,585	3,487.00
4/11/2011	National Australian Custodian Services	114	250.80
4/11/2011	National Australian Custodian Services	825	1,815.00
4/11/2011	National Australian Custodian Services	61	134.20
4/11/2011	National Australian Custodian Services	444	976.80
10/11/2011	National Australian Custodian Services	9,980	21,956.00
10/11/2011	National Australian Custodian Services	154	331.10
10/11/2011	National Australian Custodian Services	80	172.00
10/11/2011	National Australian Custodian Services	5,184	11,404.80
10/11/2011	National Australian Custodian Services	43	92.45
10/11/2011	National Australian Custodian Services	2,754	6,058.80
18/11/2011	National Australian Custodian Services	17,252	38,817.00
18/11/2011	National Australian Custodian Services	8,971	20,184.75
18/11/2011	National Australian Custodian Services	4,761	10,712.25
3/01/2012	National Australian Custodian Services	8,744	18,799.60
3/01/2012	National Australian Custodian Services	4,541	9,763.15
3/01/2012	National Australian Custodian Services	2,413	5,187.95
15/03/2012	National Australian Custodian Services	3,788	8,901.80

15/03/2012	National Australian Custodian Services	9,762	22,940.70
15/03/2012	National Australian Custodian Services	5,076	11,877.84
15/03/2012	National Australian Custodian Services	1,970	4,629.50
15/03/2012	National Australian Custodian Services	2,696	6,335.60
15/03/2012	National Australian Custodian Services	1,046	2,458.10
16/03/2012	National Australian Custodian Services	257	606.52
16/03/2012	National Australian Custodian Services	133	313.88
16/03/2012	National Australian Custodian Services	71	167.56
20/03/2012	National Australian Custodian Services	237	561.69
20/03/2012	National Australian Custodian Services	123	290.28
20/03/2012	National Australian Custodian Services	65	154.05
22/03/2012	National Australian Custodian Services	449	1,059.64
22/03/2012	National Australian Custodian Services	233	549.88
22/03/2012	National Australian Custodian Services	121	285.56
1/06/2012	National Australian Custodian Services	1,336	3,152.96
1/06/2012	National Australian Custodian Services	687	1,614.45
1/06/2012	National Australian Custodian Services	304	717.44
4/06/2012	National Australian Custodian Services	2,285	5,301.20
4/06/2012	National Australian Custodian Services	1,187	2,753.84
4/06/2012	National Australian Custodian Services	629	1,459.28
5/06/2012	National Australian Custodian Services	1,221	2,832.72
5/06/2012	National Australian Custodian Services	634	1,464.54
5/06/2012	National Australian Custodian Services	336	779.52
6/06/2012	National Australian Custodian Services	557	1,292.24
6/06/2012	National Australian Custodian Services	289	667.59
6/06/2012	National Australian Custodian Services	153	354.96
8/06/2012	National Australian Custodian Services	718	1,665.76
8/06/2012	National Australian Custodian Services	373	861.63
8/06/2012	National Australian Custodian Services	198	459.36
13/06/2012	National Australian Custodian Services	1,697	3,920.07
13/06/2012	National Australian Custodian Services	881	2,035.11
13/06/2012	National Australian Custodian Services	467	1,078.77
14/06/2012	National Australian Custodian Services	933	2,155.23
14/06/2012	National Australian Custodian Services	485	1,115.50
14/06/2012	National Australian Custodian Services	257	593.67
18/06/2012	National Australian Custodian Services	2,278	5,262.18
18/06/2012	National Australian Custodian Services	1,183	2,720.90
18/06/2012	National Australian Custodian Services	628	1,450.68
19/06/2012	National Australian Custodian Services	247	570.57
19/06/2012	National Australian Custodian Services	128	294.40
19/06/2012	National Australian Custodian Services	68	157.08
21/06/2012	National Australian Custodian Services	60	138.60
21/06/2012	National Australian Custodian Services	31	71.30
21/06/2012	National Australian Custodian Services	16	36.96
22/06/2012	National Australian Custodian Services	258	595.98
22/06/2012	National Australian Custodian Services	134	308.20
22/06/2012	National Australian Custodian Services	71	164.01
26/06/2012	National Australian Custodian Services	1,241	2,866.71
26/06/2012	National Australian Custodian Services	645	1,483.50
26/06/2012	National Australian Custodian Services	342	790.02
28/06/2012	National Australian Custodian Services	1,122	2,591.82
28/06/2012	National Australian Custodian Services	583	1,340.90
28/06/2012	National Australian Custodian Services	309	713.79
29/06/2012	National Australian Custodian Services	898	2,074.38

29/06/2012	National Australian Custodian Services	466	1,071.80
29/06/2012	National Australian Custodian Services	247	570.57
3/07/2012	National Australian Custodian Services	224	517.44
3/07/2012	National Australian Custodian Services	117	269.10
3/07/2012	National Australian Custodian Services	62	143.22
6/07/2012	National Australian Custodian Services	822	1,849.50
6/07/2012	National Australian Custodian Services	427	960.75
6/07/2012	National Australian Custodian Services	226	508.50
11/07/2012	National Australian Custodian Services	581	1,307.25
11/07/2012	National Australian Custodian Services	295	663.75
11/07/2012	National Australian Custodian Services	96	216.00
17/07/2012	National Australian Custodian Services	43,661	100,856.91
17/07/2012	National Australian Custodian Services	22,684	52,173.20
17/07/2012	National Australian Custodian Services	12,140	28,043.40
Total		353,812	776,491.92

Date	Registered Company	Quantity	Value
18/08/2010	National Nominees Limited	6,852	14,320.68
26/08/2010	National Nominees Limited	5,068	9,122.40
2/09/2010	National Nominees Limited	48	92.16
19/11/2010	National Nominees Limited	-4,017	-9,078.42
25/11/2010	National Nominees Limited	-5,009	-11,220.16
10/08/2011	National Nominees Limited	10,000	19,500.00
10/08/2011	National Nominees Limited	1,460	2,847.00
10/08/2011	National Nominees Limited	-10,000	-19,500.00
26/10/2011	National Nominees Limited	4,137	8,687.70
27/10/2011	National Nominees Limited	6,806	14,632.90
4/11/2011	National Nominees Limited	64	140.80
4/11/2011	National Nominees Limited	463	1,018.60
10/11/2011	National Nominees Limited	47	101.05
10/11/2011	National Nominees Limited	3,021	6,646.20
18/11/2011	National Nominees Limited	5,246	11,803.50
3/01/2012	National Nominees Limited	2,665	5,729.75
15/03/2012	National Nominees Limited	1,143	2,686.05
15/03/2012	National Nominees Limited	2,947	6,925.45
16/03/2012	National Nominees Limited	78	184.08
20/03/2012	National Nominees Limited	72	170.64
22/03/2012	National Nominees Limited	139	328.04
1/06/2012	National Nominees Limited	335	790.60
4/06/2012	National Nominees Limited	692	1,605.44
5/06/2012	National Nominees Limited	370	858.40
6/06/2012	National Nominees Limited	169	392.08
8/06/2012	National Nominees Limited	217	503.44
13/06/2012	National Nominees Limited	514	1,187.34
14/06/2012	National Nominees Limited	283	653.73
18/06/2012	National Nominees Limited	690	1,593.90
19/06/2012	National Nominees Limited	75	173.25
21/06/2012	National Nominees Limited	18	41.58
22/06/2012	National Nominees Limited	78	180.18
26/06/2012	National Nominees Limited	376	868.56
28/06/2012	National Nominees Limited	340	785.40
29/06/2012	National Nominees Limited	272	628.32
3/07/2012	National Nominees Limited	68	157.08
6/07/2012	National Nominees Limited	249	560.25

11/07/2012	National Nominees Limited	107	240.75
17/07/2012	National Nominees Limited	13,323	30,776.13
	Total	49,406	107,134.85
	BT Investment Management (RE) Limited Total		
	:	1,267,559	2,685,809.58

ANNEXURE A – ASSOCIATED COMPANIES

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

Tim Hartin – Company Secretary WBC– 17/07/2012

Westpac Banking Corporation	Australia	Phoenix Trust	Australia
1925 (Commercial) Pty Limited	Australia	Qvalent Pty Limited	Australia
1925 (Industrial) Pty Limited	Australia	RAMS Financial Group Pty Limited	Australia
1925 Advances Pty Limited	Australia	RMS Warehouse Trust 2007-1	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Sallmoor Pty Limited	Australia
Advance Asset Management Limited	Australia	Securitor Financial Group Limited	Australia
Altitude Administration Pty Limited	Australia	Series 2005-1G WST Trust	Australia
Altitude Rewards Pty Limited	Australia	Series 2007-1G WST Trust	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2008-1M WST Trust	Australia
Ascalon Capital Managers Limited	Australia	Series 2009-1 WST Trust	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	Series 2011-1 WST Trust	Australia
Ascalon Funds Seed Pool Trust	Australia	Series 2011-2 WST Trust	Australia
Seed Pool Trust No. 2	Australia	Series 2011-3 WST Trust	Australia
Asgard Capital Management Limited	Australia	Series 2012-1 WST Trust	Australia
Asgard Wealth Solutions Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Athena Finance Pty Limited	Australia	Southern Cross Inc.	USA
Australian Infrastructure Fund International 1 Pty Limited	Australia	St.George Business Finance Pty Limited	Australia
Australian Loan Processing Security Company Pty Limited	Australia	St.George Custodial Pty Limited	Australia
Australian Loan Processing Security Trust	Australia	St.George Equity Finance Limited	Australia
Belliston Pty Limited	Australia	St.George Finance Holdings Limited	Australia
Bill Acceptance Corporation Limited	Australia	St.George Finance Limited	Australia
BLE Capital Investments Pty Limited	Australia	St.George Group Holdings Pty Limited	Australia
BLE Capital Limited	Australia	St.George Insurance Australia Pty Limited	Australia
BLE Development Pty Limited	Australia	St.George Life Limited	Australia
BLE Holdings Pty Limited	Australia	St.George Motor Finance Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George New Zealand Limited	New Zealand
BT Australia Pty Limited	Australia	St.George Procurement Management Pty Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	St.George Security Holdings Pty Limited	Australia
BT Financial Group Pty Limited	Australia	Sydney Capital Corp Inc	USA
BT Funds Management (NZ) Limited	New Zealand	Tasman LLC	USA
BT Funds Management Limited	Australia	Tavarua Funding Trust III	USA
BT Funds Management No.2 Limited	Australia	Tavarua Funding Trust IV	USA
BTIM UK Limited	UK	Teuton Pty Limited	Australia
BT Investment Management (RE) Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Investment Management Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Private Nominees Pty Limited	Australia	The Warehouse Financial Services Limited	New Zealand
BT Life Limited	Australia	TIF International 1 Pty Limited	Australia
BT Short Term Income Fund	Australia	Value Nominees Pty Limited	Australia

BT Long Term Income Fund	Australia	W1 Investments Pty Limited	Australia
BT Portfolio Services Limited	Australia	Waratah Receivables Corp Pty Limited	Australia
BT Securities Limited	Australia	Waratah Securities Australia Limited	Australia
Castlereagh Trust	Australia	Westpac (NZ) Investments Limited	New Zealand
CBA Limited	Australia	Westpac Administration Pty Limited	Australia
Challenge Finance Pty Limited	Australia	Westpac Altitude Rewards Trust	Australia
Challenge Limited	Australia	Westpac Americas Inc.	USA
Codrington S.a.r.l.	Luxembourg	Westpac Asian Lending Pty Limited	Australia
Crusade ABS Series 2008-2	Australia	Westpac Bank of Tonga	Tonga
Crusade CP Management Pty Limited	Australia	Westpac Bank Samoa Limited	Samoa
Crusade CP No.1 Pty Limited	Australia	Westpac Bank-PNG-Limited	Papua New Guinea
Crusade CP Trust No. 41	Australia	Westpac Capital Corporation	USA
Crusade CP Trust No. 44	Australia	Westpac Capital Holdings Inc.	USA
Crusade CP Trust No. 48	Australia	Westpac Capital Markets Holdings Corp.	USA
Crusade CP Trust No. 49	Australia	Westpac Capital Markets LLC	USA
Crusade CP Trust No. 50	Australia	Westpac Capital Trust III	USA
Crusade CP Trust No. 52	Australia	Westpac Capital Trust IV	USA
Crusade CP Trust No. 53	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade CP Trust No. 54	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Trust No. 55	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 56	Australia	Westpac Covered Bond Trust	Australia
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 2004	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade Global Trust 1 of 2005	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade Global Trust 1 of 2006	Australia	Westpac Equity Pty Limited	Australia
Crusade Global Trust 1 of 2007	Australia	Westpac Europe Limited	UK
Crusade Global Trust 2 of 2004	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Global Trust 2 of 2005	Australia	Westpac Financial Consultants Limited	Australia
Crusade Global Trust 2 of 2006	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade Management Limited	Australia	Westpac Financial Services Group Limited	Australia
Crusade Trust 1A of 2005	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Crusade Trust 2P of 2008	Australia	Westpac Financial Services Limited	Australia
Danaby Pty Limited	Australia	Westpac Funding Holdings Pty Limited	Australia
eQR Securities Pty. Limited	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
FAI No. 2 Trust	Australia	Westpac Funds Financing Pty Limited	Australia
G.C.L. Investments Pty Limited	Australia	Westpac General Insurance Limited	Australia
Gemini Trust	Australia	Westpac General Insurance Services Limited	Australia
General Credit Holdings Pty Limited	Australia	Westpac Group Investment-NZ-Limited	New Zealand
General Credits Pty Limited	Australia	Westpac Group Investments Australia Pty Limited	Australia
Halcyon Securities Limited	Australia	Westpac Holdings-NZ-Limited	New Zealand
Hastings Advisers LLC	USA	Westpac Investment Capital Corporation	USA

Hastings Forestry Investments Limited	New Zealand	Westpac Investment Vehicle No.2 Pty Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Funds Management (UK) Limited	UK	Westpac Investment Vehicle Pty Limited	Australia
Hastings Funds Management (USA) Inc.	USA	Westpac Investments U.K. Limited	UK
Hastings Funds Management Limited	Australia	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Group Pty Limited	Australia	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Investment Capital LP	USA	Westpac Life Insurance Services Limited	Australia
Hastings Investment LLC	USA	Westpac Life-NZ-Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac Matching Gifts Limited	Australia
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac New Zealand Group Limited	New Zealand
Hastings Investment Management Pty Limited	Australia	Westpac New Zealand Limited	New Zealand
Hickory Trust	Australia	Westpac Nominees-NZ-Limited	New Zealand
Hitton Pty Limited	Australia	Westpac NZ Covered Bond Holdings Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac NZ Covered Bond Limited	New Zealand
Infrastructure Australia (No.3) Limited	Australia	Westpac NZ Leasing Limited	New Zealand
Infrastructure Australia (No.4) Limited	Australia	Westpac NZ Operations Limited	New Zealand
J O H C M GmbH	UK	Westpac NZ Securitisation Holdings Limited	New Zealand
J O Hambro Capital Management Holdings Limited	UK	Westpac NZ Securitisation Limited	New Zealand
JO Hambro Capital Limited	UK	Westpac Overseas Holdings No. 2 Pty Limited	Australia
JO Hambro Unit Trust Managers Ltd	UK	Westpac Overseas Holdings Pty Limited	Australia
J O Hambro Capital Management Limited	UK	Westpac Pacific Limited Partnership	Australia
JOHCM (Singapore) Pte Limited	Singapore	Westpac Private Equity Pty Limited	Australia
JOHCM (USA) General Partner Inc	USA	Westpac Properties Limited	Australia
JOHCMG Share Trustee Limited	UK	Westpac RE Limited	Australia
Silver Metis Investment Management Ltd	Cayman Islands	Westpac Securities Administration Limited	Australia
Magnitude Group Pty Limited	Australia	Westpac Securities Inc.	USA
MIF Custodian Trust	New Zealand	Westpac Securities Limited	Australia
Mortgage Management Limited	Australia	Westpac Securities NZ Limited	New Zealand
Nationwide Management Pty Limited	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Net Nominees Limited	Australia	Westpac Securitisation Management Pty Limited	Australia
Number 120 Limited1	New Zealand	Westpac Singapore Limited	Singapore
Oniston Pty Limited	Australia	Westpac Structured Products Limited	Australia
Orion Trust	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Packaging Properties 1 Pty Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Packaging Properties 2 Pty Limited	Australia	Westpac Term PIE Fund	New Zealand
Packaging Properties 3 Pty Limited	Australia	Westpac TPS Trust	Australia
Partnership Pacific Limited	Australia	Westpac Unit Trust	Australia
Partnership Pacific Securities Limited	Australia	Westpac USA Inc.	USA
Pashley Investments Pty Limited	Australia	WFAL No.1 Loan Trust	Hong Kong

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