

20 June 2013

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

Dear Sir/Madam,

Notice of Initial Substantial Holder

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Initial Substantial Holder (Form 603) in respect of Ardent Leisure Group.

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 603

Corporations Law
Section 671B

Notice of initial substantial holder

To Company Name/Scheme ARDENT LEISURE GROUP

ACN/ARSN ARSN 093 193 438

1. Details of substantial holder(1)

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

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

The holder became a substantial holder on 18/06/2013

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	30,749,267	30,749,267	7.73%

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.	118,740
Asgard Capital Management Limited	ASGARD Capital Management Limited	Asgard Capital Management Limited ABN 92 009 279 592 AFSL 240695 RSE Licence L0001946 is the trustee, administrator and custodian of all Asgard superannuation entities, the (Hillross) PortfolioCare Retirement Plan and the BEACON	171,794

		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.	1,121,430
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.	2,700,566
BT Investment Management (Fund Services) Limited	Australia and New Zealand Banking Group Limited National Nominees Limited Citicorp Nominees Pty Limited National Australian Custodian Services	BT Investment Management (Fund Services) Limited is the responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares.	6,355,844
BT Investment Management (Institutional) Limited	HSBC Custody Nominees (Australia) Limited.	BT Investment Management (Institutional) Limited (previously known as BT Investment Management (RE) Limited) is the 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.	18,459,494
Westpac Financial Services Group Limited	HSBC Custody Nominees (Australia) Limited.	Westpac Financial Services Group Limited Registered Holder of Securities.	876,728

		ABN: 50 000 326 312	
Westpac RE Limited	HSBC Custody Nominees (Australia) Limited.	Westpac RE Pty Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	944,671

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
Advance Asset Management Limited	See Schedule	See Schedule	
Asgard Capital Management Limited	See Schedule	See Schedule	
Westpac Financial Services Group Limited	See Schedule	See Schedule	
Westpac RE Limited	See Schedule	See Schedule	
BT Funds Management Limited	See Schedule	See Schedule	
BT Funds Management No.2 Limited	See Schedule	See Schedule	
BT Investment Management (Fund Services) Limited	See Schedule	See Schedule	
BT Investment Management (Institutional) 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
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
Westpac Financial Services Group Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Westpac RE Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management No.2 Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Sydney, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square SYDNEY NSW 2000
ARDENT LEISURE GROUP	Ardent Leisure Group (AAD) Level 16, 61 Lavender Street MILSONS POINT NSW 2061 Tel: +61 2 9409 3670 Fax: +61 3 9409 3679

Signature

print name	Chris Millard	capacity	Company Secretary
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sign here _____ date 20/6/2013

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 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

Sales & Purchases for the period : 18/02/2013 to 18/06/2013
SECURITY: AAD

Advance Asset Management Limited

Date	Registered Company	Quantity	Value
17/06/2013	HSBC Custody Nominees (Australia) Limited.	902	1,488.30
18/06/2013	HSBC Custody Nominees (Australia) Limited.	13,374	22,200.84
	Total	14,276	23,689.14
Advance Asset Management Limited Total :		14,276	23,689.14

Asgard Capital Management Limited

Date	Registered Company	Quantity	Value
20/02/2013	ASGARD Capital Management Limited	-15,000	-23,850.00
12/04/2013	ASGARD Capital Management Limited	8,247	12,040.62
23/04/2013	ASGARD Capital Management Limited	-9,976	-15,063.76
30/04/2013	ASGARD Capital Management Limited	6,430	10,030.80
30/04/2013	ASGARD Capital Management Limited	6,430	10,030.80
18/06/2013	ASGARD Capital Management Limited	2,024	3,319.36
	Total	-1,845	-3,492.18
Asgard Capital Management Limited Total :		-1,845	-3,492.18

BT Funds Management Limited

Date	Registered Company	Quantity	Value
4/03/2013	BT Portfolio Services Limited	-5,000	-7,263.50
6/03/2013	BT Portfolio Services Limited	-2,415	-3,465.53
11/03/2013	BT Portfolio Services Limited	1,500	2,256.30
27/03/2013	BT Portfolio Services Limited	3,388	4,999.33
2/04/2013	BT Portfolio Services Limited	18,722	27,088.86
4/04/2013	BT Portfolio Services Limited	-12,400	-17,918.00
4/04/2013	BT Portfolio Services Limited	-12,500	-18,062.50
15/04/2013	BT Portfolio Services Limited	6,800	10,031.36
19/04/2013	BT Portfolio Services Limited	3,307	4,960.50
19/04/2013	BT Portfolio Services Limited	-3,307	-4,960.50
23/04/2013	BT Portfolio Services Limited	9,662	14,626.34
29/04/2013	BT Portfolio Services Limited	3,860	6,019.28
8/05/2013	BT Portfolio Services Limited	12,042	20,471.40
	Total	23,659	38,783.35

Date	Registered Company	Quantity	Value
12/03/2013	HSBC Custody Nominees (Australia) Limited.	-7,400	-10,878.00
5/04/2013	HSBC Custody Nominees (Australia) Limited.	-9,000	-12,960.00
2/05/2013	HSBC Custody Nominees (Australia) Limited.	-8,100	-12,393.00
3/05/2013	HSBC Custody Nominees (Australia) Limited.	-4,600	-7,452.00
20/05/2013	HSBC Custody Nominees (Australia) Limited.	-6,300	-10,836.00
14/06/2013	HSBC Custody Nominees (Australia) Limited.	-6,600	-10,692.00
	Total	-42,000	-65,211.00
BT Funds Management Limited Total :		-18,341	-26,427.65

BT Funds Management No.2 Limited

Date	Registered Company	Quantity	Value
21/02/2013	HSBC Custody Nominees (Australia) Limited.	-64,323	-95,841.27
21/02/2013	HSBC Custody Nominees (Australia) Limited.	-4,157	-6,193.93
21/02/2013	HSBC Custody Nominees (Australia) Limited.	-48,411	-72,132.39
21/02/2013	HSBC Custody Nominees (Australia) Limited.	-4,443	-6,708.93
21/02/2013	HSBC Custody Nominees (Australia) Limited.	-38,076	-57,494.76
21/02/2013	HSBC Custody Nominees (Australia) Limited.	-38,076	-57,494.76
21/02/2013	HSBC Custody Nominees (Australia) Limited.	-48,411	-72,132.39
21/02/2013	HSBC Custody Nominees (Australia) Limited.	-64,323	-95,841.27
21/02/2013	HSBC Custody Nominees (Australia) Limited.	38,076	57,494.76
21/02/2013	HSBC Custody Nominees (Australia) Limited.	4,157	6,193.93
21/02/2013	HSBC Custody Nominees (Australia) Limited.	-4,443	-6,708.93
21/02/2013	HSBC Custody Nominees (Australia) Limited.	4,443	6,708.93
21/02/2013	HSBC Custody Nominees (Australia) Limited.	48,411	72,132.39
21/02/2013	HSBC Custody Nominees (Australia) Limited.	64,323	95,841.27
21/02/2013	HSBC Custody Nominees (Australia) Limited.	-4,157	-6,193.93
12/04/2013	HSBC Custody Nominees (Australia) Limited.	97,810	141,824.50
15/04/2013	HSBC Custody Nominees (Australia) Limited.	6,192	8,978.40
15/04/2013	HSBC Custody Nominees (Australia) Limited.	26,523	38,458.35
1/05/2013	HSBC Custody Nominees (Australia) Limited.	119,035	183,313.90
2/05/2013	HSBC Custody Nominees (Australia) Limited.	80,070	128,112.00
2/05/2013	HSBC Custody Nominees (Australia) Limited.	48,279	76,763.61
8/05/2013	HSBC Custody Nominees (Australia) Limited.	190,049	319,282.32
9/05/2013	HSBC Custody Nominees (Australia) Limited.	102,187	175,761.64
10/05/2013	HSBC Custody Nominees (Australia) Limited.	45,299	78,367.27
13/05/2013	HSBC Custody Nominees (Australia) Limited.	4,851	8,586.27
13/05/2013	HSBC Custody Nominees (Australia) Limited.	64,683	114,488.91
14/05/2013	HSBC Custody Nominees (Australia) Limited.	119,658	211,794.66
15/05/2013	HSBC Custody Nominees (Australia) Limited.	41,300	73,101.00
15/05/2013	HSBC Custody Nominees (Australia) Limited.	31,831	56,022.56
16/05/2013	HSBC Custody Nominees (Australia) Limited.	198,722	349,750.72
17/05/2013	HSBC Custody Nominees (Australia) Limited.	52,868	90,404.28
6/06/2013	HSBC Custody Nominees (Australia) Limited.	34,978	57,363.92
	Total	1,104,925	1,874,003.03
BT Funds Management No.2 Limited Total :		1,104,925	1,874,003.03

BT Investment Management (Fund Services) Limited

Date	Registered Company	Quantity	Value
21/02/2013	Australia and New Zealand Banking Group Limited	-8,715	-12,985.35
21/02/2013	Australia and New Zealand Banking Group Limited	-53	-78.97
21/02/2013	Australia and New Zealand Banking Group Limited	-870	-1,296.30
21/02/2013	Australia and New Zealand Banking Group Limited	-3,698	-5,583.98
21/02/2013	Australia and New Zealand Banking Group Limited	-528	-786.72
21/02/2013	Australia and New Zealand Banking Group Limited	53	78.97

21/02/2013	Australia and New Zealand Banking Group Limited	-53	-78.97
21/02/2013	Australia and New Zealand Banking Group Limited	-3,698	-5,583.98
21/02/2013	Australia and New Zealand Banking Group Limited	870	1,296.30
21/02/2013	Australia and New Zealand Banking Group Limited	8,715	12,985.35
21/02/2013	Australia and New Zealand Banking Group Limited	3,698	5,583.98
21/02/2013	Australia and New Zealand Banking Group Limited	-528	-786.72
21/02/2013	Australia and New Zealand Banking Group Limited	-870	-1,296.30
21/02/2013	Australia and New Zealand Banking Group Limited	-8,715	-12,985.35
21/02/2013	Australia and New Zealand Banking Group Limited	528	786.72
12/04/2013	Australia and New Zealand Banking Group Limited	11,056	16,031.20
15/04/2013	Australia and New Zealand Banking Group Limited	590	855.50
15/04/2013	Australia and New Zealand Banking Group Limited	2,526	3,662.70
1/05/2013	Australia and New Zealand Banking Group Limited	12,272	18,898.88
2/05/2013	Australia and New Zealand Banking Group Limited	4,650	7,393.50
2/05/2013	Australia and New Zealand Banking Group Limited	7,713	12,340.80
8/05/2013	Australia and New Zealand Banking Group Limited	18,552	31,167.36
9/05/2013	Australia and New Zealand Banking Group Limited	9,845	16,933.40
10/05/2013	Australia and New Zealand Banking Group Limited	4,654	8,051.42
13/05/2013	Australia and New Zealand Banking Group Limited	464	821.28
13/05/2013	Australia and New Zealand Banking Group Limited	6,193	10,961.61
14/05/2013	Australia and New Zealand Banking Group Limited	11,268	19,944.36
15/05/2013	Australia and New Zealand Banking Group Limited	4,057	7,180.89
15/05/2013	Australia and New Zealand Banking Group Limited	3,127	5,503.52
16/05/2013	Australia and New Zealand Banking Group Limited	19,208	33,806.08
17/05/2013	Australia and New Zealand Banking Group Limited	5,110	8,738.10
6/06/2013	Australia and New Zealand Banking Group Limited	6,653	10,910.92
	Total	114,074	192,470.20

Date	Registered Company	Quantity	Value
18/02/2013	Citicorp Nominees Pty Limited	8,231	12,922.67
19/02/2013	Citicorp Nominees Pty Limited	11,090	17,411.30
20/02/2013	Citicorp Nominees Pty Limited	80,020	128,032.00
21/02/2013	Citicorp Nominees Pty Limited	43,531	64,425.88

21/02/2013	Citicorp Nominees Pty Limited	127,188	189,510.12
22/02/2013	Citicorp Nominees Pty Limited	73,340	112,210.20
6/03/2013	Citicorp Nominees Pty Limited	85,445	127,313.05
7/03/2013	Citicorp Nominees Pty Limited	42,263	62,549.24
8/03/2013	Citicorp Nominees Pty Limited	64,234	96,351.00
6/05/2013	Citicorp Nominees Pty Limited	109,138	180,077.70
13/05/2013	Citicorp Nominees Pty Limited	6,315	11,177.55
13/05/2013	Citicorp Nominees Pty Limited	84,195	149,025.15
	Total	734,990	1,151,005.86

Date	Registered Company	Quantity	Value
21/02/2013	National Australian Custodian Services	-59,888	-89,233.12
21/02/2013	National Australian Custodian Services	-437	-651.13
21/02/2013	National Australian Custodian Services	-33,156	-50,065.56
21/02/2013	National Australian Custodian Services	-23,613	-35,183.37
21/02/2013	National Australian Custodian Services	-7,213	-10,747.37
21/02/2013	National Australian Custodian Services	-3,747	-5,583.03
21/02/2013	National Australian Custodian Services	-227	-338.23
21/02/2013	National Australian Custodian Services	-12,391	-18,462.59
21/02/2013	National Australian Custodian Services	-30,633	-45,643.17
21/02/2013	National Australian Custodian Services	-17,096	-25,814.96
21/02/2013	National Australian Custodian Services	-1,990	-2,965.10
21/02/2013	National Australian Custodian Services	-120	-178.80
21/02/2013	National Australian Custodian Services	-16,485	-24,562.65
21/02/2013	National Australian Custodian Services	-6,523	-9,719.27
21/02/2013	National Australian Custodian Services	-9,137	-13,796.87
21/02/2013	National Australian Custodian Services	-59,888	-89,233.12
21/02/2013	National Australian Custodian Services	23,613	35,183.37
21/02/2013	National Australian Custodian Services	59,888	89,233.12
21/02/2013	National Australian Custodian Services	437	651.13
21/02/2013	National Australian Custodian Services	33,156	50,065.56
21/02/2013	National Australian Custodian Services	-33,156	-50,065.56
21/02/2013	National Australian Custodian Services	-437	-651.13
21/02/2013	National Australian Custodian Services	-23,613	-35,183.37
21/02/2013	National Australian Custodian Services	7,213	10,747.37
21/02/2013	National Australian Custodian Services	-7,213	-10,747.37
21/02/2013	National Australian Custodian Services	-12,391	-18,462.59
21/02/2013	National Australian Custodian Services	30,633	45,643.17
21/02/2013	National Australian Custodian Services	-17,096	-25,814.96
21/02/2013	National Australian Custodian Services	-227	-338.23
21/02/2013	National Australian Custodian Services	17,096	25,814.96
21/02/2013	National Australian Custodian Services	12,391	18,462.59
21/02/2013	National Australian Custodian Services	227	338.23
21/02/2013	National Australian Custodian Services	3,747	5,583.03
21/02/2013	National Australian Custodian Services	-3,747	-5,583.03
21/02/2013	National Australian Custodian Services	-30,633	-45,643.17
21/02/2013	National Australian Custodian Services	-120	-178.80
21/02/2013	National Australian Custodian Services	6,523	9,719.27
21/02/2013	National Australian Custodian Services	-16,485	-24,562.65
21/02/2013	National Australian Custodian Services	-6,523	-9,719.27
21/02/2013	National Australian Custodian Services	9,137	13,796.87
21/02/2013	National Australian Custodian Services	16,485	24,562.65
21/02/2013	National Australian Custodian Services	-1,990	-2,965.10
21/02/2013	National Australian Custodian Services	1,990	2,965.10

21/02/2013	National Australian Custodian Services	-9,137	-13,796.87
21/02/2013	National Australian Custodian Services	120	178.80
12/04/2013	National Australian Custodian Services	101,201	146,741.45
12/04/2013	National Australian Custodian Services	52,566	76,220.70
12/04/2013	National Australian Custodian Services	27,884	40,431.80
15/04/2013	National Australian Custodian Services	5,307	7,695.15
15/04/2013	National Australian Custodian Services	22,734	32,964.30
15/04/2013	National Australian Custodian Services	2,757	3,997.65
15/04/2013	National Australian Custodian Services	11,808	17,121.60
15/04/2013	National Australian Custodian Services	1,463	2,121.35
15/04/2013	National Australian Custodian Services	6,264	9,082.80
1/05/2013	National Australian Custodian Services	113,076	174,137.04
1/05/2013	National Australian Custodian Services	58,731	90,445.74
1/05/2013	National Australian Custodian Services	31,163	47,991.02
2/05/2013	National Australian Custodian Services	69,536	111,257.60
2/05/2013	National Australian Custodian Services	41,927	66,663.93
2/05/2013	National Australian Custodian Services	36,118	57,788.80
2/05/2013	National Australian Custodian Services	21,778	34,627.02
2/05/2013	National Australian Custodian Services	11,553	18,369.27
2/05/2013	National Australian Custodian Services	19,161	30,657.60
8/05/2013	National Australian Custodian Services	167,383	281,203.44
8/05/2013	National Australian Custodian Services	86,940	146,059.20
8/05/2013	National Australian Custodian Services	46,123	77,486.64
9/05/2013	National Australian Custodian Services	88,774	152,691.28
9/05/2013	National Australian Custodian Services	46,110	79,309.20
9/05/2013	National Australian Custodian Services	24,462	42,074.64
10/05/2013	National Australian Custodian Services	42,088	72,812.24
10/05/2013	National Australian Custodian Services	21,860	37,817.80
10/05/2013	National Australian Custodian Services	11,597	20,062.81
13/05/2013	National Australian Custodian Services	4,185	7,407.45
13/05/2013	National Australian Custodian Services	55,794	98,755.38
13/05/2013	National Australian Custodian Services	2,173	3,846.21
13/05/2013	National Australian Custodian Services	28,978	51,291.06
13/05/2013	National Australian Custodian Services	15,373	27,210.21
13/05/2013	National Australian Custodian Services	1,153	2,040.81
14/05/2013	National Australian Custodian Services	101,401	179,479.77
14/05/2013	National Australian Custodian Services	52,670	93,225.90
14/05/2013	National Australian Custodian Services	27,950	49,471.50
15/05/2013	National Australian Custodian Services	28,162	49,565.12
15/05/2013	National Australian Custodian Services	36,539	64,674.03
15/05/2013	National Australian Custodian Services	18,979	33,592.83
15/05/2013	National Australian Custodian Services	14,628	25,745.28
15/05/2013	National Australian Custodian Services	10,064	17,813.28
15/05/2013	National Australian Custodian Services	7,757	13,652.32
16/05/2013	National Australian Custodian Services	173,117	304,685.92
16/05/2013	National Australian Custodian Services	89,918	158,255.68
16/05/2013	National Australian Custodian Services	47,697	83,946.72
17/05/2013	National Australian Custodian Services	46,056	78,755.76
17/05/2013	National Australian Custodian Services	23,922	40,906.62
17/05/2013	National Australian Custodian Services	12,690	21,699.90
6/06/2013	National Australian Custodian Services	61,286	100,509.04
6/06/2013	National Australian Custodian Services	31,826	52,194.64
6/06/2013	National Australian Custodian Services	16,878	27,679.92
	Total	1,856,904	3,131,292.20

Date	Registered Company	Quantity	Value
21/02/2013	National Nominees Limited	-10,041	-15,161.91
21/02/2013	National Nominees Limited	-18,120	-26,998.80
21/02/2013	National Nominees Limited	-132	-196.68
21/02/2013	National Nominees Limited	-7,168	-10,680.32
21/02/2013	National Nominees Limited	-2,186	-3,257.14
21/02/2013	National Nominees Limited	-2,186	-3,257.14
21/02/2013	National Nominees Limited	18,120	26,998.80
21/02/2013	National Nominees Limited	-10,041	-15,161.91
21/02/2013	National Nominees Limited	7,168	10,680.32
21/02/2013	National Nominees Limited	-7,168	-10,680.32
21/02/2013	National Nominees Limited	132	196.68
21/02/2013	National Nominees Limited	-132	-196.68
21/02/2013	National Nominees Limited	-18,120	-26,998.80
21/02/2013	National Nominees Limited	10,041	15,161.91
21/02/2013	National Nominees Limited	2,186	3,257.14
12/04/2013	National Nominees Limited	30,622	44,401.90
15/04/2013	National Nominees Limited	1,607	2,330.15
15/04/2013	National Nominees Limited	6,882	9,978.90
1/05/2013	National Nominees Limited	34,245	52,737.30
2/05/2013	National Nominees Limited	12,692	20,180.28
2/05/2013	National Nominees Limited	21,049	33,678.40
8/05/2013	National Nominees Limited	50,674	85,132.32
9/05/2013	National Nominees Limited	26,875	46,225.00
10/05/2013	National Nominees Limited	12,742	22,043.66
13/05/2013	National Nominees Limited	1,265	2,239.05
13/05/2013	National Nominees Limited	16,873	29,865.21
14/05/2013	National Nominees Limited	30,702	54,342.54
15/05/2013	National Nominees Limited	8,531	15,014.56
15/05/2013	National Nominees Limited	11,070	19,593.90
16/05/2013	National Nominees Limited	52,418	92,255.68
17/05/2013	National Nominees Limited	13,945	23,845.95
6/06/2013	National Nominees Limited	18,537	30,400.68
	Total	313,082	527,970.63

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

3,019,050 5,002,738.89

BT Investment Management (Institutional) Limited

Date	Registered Company	Quantity	Value
18/02/2013	HSBC Custody Nominees (Australia) Limited.	24,476	38,427.32
18/02/2013	HSBC Custody Nominees (Australia) Limited.	18,486	29,023.02
19/02/2013	HSBC Custody Nominees (Australia) Limited.	32,980	51,778.60
19/02/2013	HSBC Custody Nominees (Australia) Limited.	24,909	39,107.13
20/02/2013	HSBC Custody Nominees (Australia) Limited.	197,537	316,059.20
20/02/2013	HSBC Custody Nominees (Australia) Limited.	162,493	259,988.80
21/02/2013	HSBC Custody Nominees (Australia) Limited.	123,533	182,828.84
21/02/2013	HSBC Custody Nominees (Australia) Limited.	360,941	537,802.09
21/02/2013	HSBC Custody Nominees (Australia) Limited.	94,561	139,950.28
21/02/2013	HSBC Custody Nominees (Australia) Limited.	276,288	411,669.12
21/02/2013	HSBC Custody Nominees (Australia) Limited.	-2,683	-4,051.33
21/02/2013	HSBC Custody Nominees (Australia) Limited.	-127,540	-192,585.40

21/02/2013	HSBC Custody Nominees (Australia) Limited.	-81,493	-121,424.57
21/02/2013	HSBC Custody Nominees (Australia) Limited.	-450,016	-670,523.84
21/02/2013	HSBC Custody Nominees (Australia) Limited.	-19,316	-28,780.84
21/02/2013	HSBC Custody Nominees (Australia) Limited.	-25,804	-38,964.04
21/02/2013	HSBC Custody Nominees (Australia) Limited.	-44,334	-66,944.34
21/02/2013	HSBC Custody Nominees (Australia) Limited.	44,334	66,944.34
21/02/2013	HSBC Custody Nominees (Australia) Limited.	-19,316	-28,780.84
21/02/2013	HSBC Custody Nominees (Australia) Limited.	19,316	28,780.84
21/02/2013	HSBC Custody Nominees (Australia) Limited.	25,804	38,964.04
21/02/2013	HSBC Custody Nominees (Australia) Limited.	-44,334	-66,944.34
21/02/2013	HSBC Custody Nominees (Australia) Limited.	450,016	670,523.84
21/02/2013	HSBC Custody Nominees (Australia) Limited.	2,683	4,051.33
21/02/2013	HSBC Custody Nominees (Australia) Limited.	-450,016	-670,523.84
21/02/2013	HSBC Custody Nominees (Australia) Limited.	-81,493	-121,424.57
21/02/2013	HSBC Custody Nominees (Australia) Limited.	127,540	192,585.40
21/02/2013	HSBC Custody Nominees (Australia) Limited.	-25,804	-38,964.04
21/02/2013	HSBC Custody Nominees (Australia) Limited.	81,493	121,424.57
21/02/2013	HSBC Custody Nominees (Australia) Limited.	-2,683	-4,051.33
21/02/2013	HSBC Custody Nominees (Australia) Limited.	-127,540	-192,585.40
22/02/2013	HSBC Custody Nominees (Australia) Limited.	207,252	317,095.56
22/02/2013	HSBC Custody Nominees (Australia) Limited.	160,821	246,056.13
6/03/2013	HSBC Custody Nominees (Australia) Limited.	192,648	287,045.52
7/03/2013	HSBC Custody Nominees (Australia) Limited.	94,435	139,763.80
8/03/2013	HSBC Custody Nominees (Australia) Limited.	299,891	449,836.50
8/03/2013	HSBC Custody Nominees (Australia) Limited.	139,300	208,950.00
12/04/2013	HSBC Custody Nominees (Australia) Limited.	436,946	633,571.70
15/04/2013	HSBC Custody Nominees (Australia) Limited.	127,460	184,817.00
15/04/2013	HSBC Custody Nominees (Australia) Limited.	29,756	43,146.20
15/04/2013	HSBC Custody Nominees (Australia) Limited.	-47,672	-69,124.40
15/04/2013	HSBC Custody Nominees (Australia) Limited.	-16,685	-24,193.25
18/04/2013	HSBC Custody Nominees (Australia) Limited.	-11,596	-16,930.16
1/05/2013	HSBC Custody Nominees (Australia) Limited.	631,478	972,476.12
2/05/2013	HSBC Custody Nominees (Australia) Limited.	390,202	624,323.20
2/05/2013	HSBC Custody Nominees (Australia) Limited.	235,272	374,082.48
6/05/2013	HSBC Custody Nominees (Australia) Limited.	322,335	531,852.75
6/05/2013	HSBC Custody Nominees (Australia) Limited.	141,389	233,291.85
8/05/2013	HSBC Custody Nominees (Australia) Limited.	940,279	1,579,668.72
9/05/2013	HSBC Custody Nominees (Australia) Limited.	497,920	856,422.40
10/05/2013	HSBC Custody Nominees (Australia) Limited.	237,804	411,400.92
13/05/2013	HSBC Custody Nominees (Australia) Limited.	193,438	342,385.26
13/05/2013	HSBC Custody Nominees (Australia) Limited.	14,508	25,679.16
13/05/2013	HSBC Custody Nominees (Australia) Limited.	164,871	291,821.67
13/05/2013	HSBC Custody Nominees (Australia) Limited.	12,366	21,887.82
13/05/2013	HSBC Custody Nominees (Australia) Limited.	23,404	41,425.08
13/05/2013	HSBC Custody Nominees (Australia) Limited.	312,049	552,326.73
14/05/2013	HSBC Custody Nominees (Australia) Limited.	566,088	1,001,975.76
15/05/2013	HSBC Custody Nominees (Australia) Limited.	203,661	360,479.97
15/05/2013	HSBC Custody Nominees (Australia) Limited.	156,964	276,256.64
16/05/2013	HSBC Custody Nominees (Australia) Limited.	968,920	1,705,299.20
17/05/2013	HSBC Custody Nominees (Australia) Limited.	257,774	440,793.54
6/06/2013	HSBC Custody Nominees (Australia) Limited.	329,842	540,940.88
	Total	8,778,138	14,468,184.79

BT Investment Management (Institutional) 8,778,138 14,468,184.79

Limited Total :

Westpac RE Limited

Date	Registered Company	Quantity	Value
19/02/2013	HSBC Custody Nominees (Australia) Limited.	10,000	15,800.00
20/02/2013	HSBC Custody Nominees (Australia) Limited.	900	1,449.00
20/02/2013	HSBC Custody Nominees (Australia) Limited.	1,300	2,093.00
20/02/2013	HSBC Custody Nominees (Australia) Limited.	-900	-1,449.00
21/02/2013	HSBC Custody Nominees (Australia) Limited.	14,000	20,580.00
26/02/2013	HSBC Custody Nominees (Australia) Limited.	6,000	8,880.00
26/02/2013	HSBC Custody Nominees (Australia) Limited.	8,000	11,840.00
26/02/2013	HSBC Custody Nominees (Australia) Limited.	3,100	4,588.00
27/02/2013	HSBC Custody Nominees (Australia) Limited.	475	703.00
1/03/2013	HSBC Custody Nominees (Australia) Limited.	4,000	5,920.00
4/03/2013	HSBC Custody Nominees (Australia) Limited.	5,000	7,300.00
5/03/2013	HSBC Custody Nominees (Australia) Limited.	7,000	10,360.00
5/03/2013	HSBC Custody Nominees (Australia) Limited.	4,500	6,660.00
6/03/2013	HSBC Custody Nominees (Australia) Limited.	2,000	2,980.00
7/03/2013	HSBC Custody Nominees (Australia) Limited.	2,000	2,960.00
7/03/2013	HSBC Custody Nominees (Australia) Limited.	-1,600	-2,352.00
8/03/2013	HSBC Custody Nominees (Australia) Limited.	1,500	2,250.00
15/03/2013	HSBC Custody Nominees (Australia) Limited.	3,500	5,145.00
18/03/2013	HSBC Custody Nominees (Australia) Limited.	1,400	2,100.00
18/03/2013	HSBC Custody Nominees (Australia) Limited.	1,000	1,500.00
22/03/2013	HSBC Custody Nominees (Australia) Limited.	3,000	4,410.00
22/03/2013	HSBC Custody Nominees (Australia) Limited.	3,550	5,218.50
22/03/2013	HSBC Custody Nominees (Australia) Limited.	1,000	1,470.00
22/03/2013	HSBC Custody Nominees (Australia) Limited.	700	1,029.00
25/03/2013	HSBC Custody Nominees (Australia) Limited.	4,000	5,680.00
26/03/2013	HSBC Custody Nominees (Australia) Limited.	1,500	2,160.00
3/04/2013	HSBC Custody Nominees (Australia) Limited.	3,000	4,320.00
9/04/2013	HSBC Custody Nominees (Australia) Limited.	244	351.36
9/04/2013	HSBC Custody Nominees (Australia) Limited.	664	956.16
15/04/2013	HSBC Custody Nominees (Australia) Limited.	6,000	8,760.00
17/04/2013	HSBC Custody Nominees (Australia) Limited.	645	954.60
8/05/2013	HSBC Custody Nominees (Australia) Limited.	3,000	5,130.00
9/05/2013	HSBC Custody Nominees (Australia) Limited.	260	447.20
9/05/2013	HSBC Custody Nominees (Australia) Limited.	20,000	34,600.00
13/05/2013	HSBC Custody Nominees (Australia) Limited.	-144	-252.00
20/05/2013	HSBC Custody Nominees (Australia) Limited.	1,100	1,903.00
20/05/2013	HSBC Custody Nominees (Australia) Limited.	500	855.00
24/05/2013	HSBC Custody Nominees (Australia) Limited.	-262	-424.44
29/05/2013	HSBC Custody Nominees (Australia) Limited.	6,000	10,440.00
30/05/2013	HSBC Custody Nominees (Australia) Limited.	800	1,344.00
31/05/2013	HSBC Custody Nominees (Australia) Limited.	10,000	16,900.00
31/05/2013	HSBC Custody Nominees (Australia) Limited.	2,500	4,225.00
3/06/2013	HSBC Custody Nominees (Australia) Limited.	2,500	4,175.00
5/06/2013	HSBC Custody Nominees (Australia) Limited.	350	588.00
7/06/2013	HSBC Custody Nominees (Australia) Limited.	3,000	4,740.00
17/06/2013	HSBC Custody Nominees (Australia) Limited.	1,999	3,298.35
17/06/2013	HSBC Custody Nominees (Australia) Limited.	700	1,162.00
17/06/2013	HSBC Custody Nominees (Australia) Limited.	-100	-164.00
18/06/2013	HSBC Custody Nominees (Australia) Limited.	29,652	49,222.32

18/06/2013	HSBC Custody Nominees (Australia) Limited.	4,000	6,600.00
18/06/2013	HSBC Custody Nominees (Australia) Limited.	10,000	16,600.00
18/06/2013	HSBC Custody Nominees (Australia) Limited.	7,000	11,550.00
	Total	200,333	317,556.05

Westpac RE Limited Total :	200,333	317,556.05
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Westpac Financial Services Group Limited

Date	Registered Company	Quantity	Value
18/02/2013	HSBC Custody Nominees (Australia) Limited.	7,673	12,046.61
19/02/2013	HSBC Custody Nominees (Australia) Limited.	10,339	16,232.23
20/02/2013	HSBC Custody Nominees (Australia) Limited.	58,384	93,414.40
21/02/2013	HSBC Custody Nominees (Australia) Limited.	38,375	56,795.00
21/02/2013	HSBC Custody Nominees (Australia) Limited.	112,123	167,063.27
22/02/2013	HSBC Custody Nominees (Australia) Limited.	64,429	98,576.37
25/02/2013	HSBC Custody Nominees (Australia) Limited.	-1,944	-2,954.88
6/03/2013	HSBC Custody Nominees (Australia) Limited.	68,411	101,932.39
7/03/2013	HSBC Custody Nominees (Australia) Limited.	35,267	52,195.16
8/03/2013	HSBC Custody Nominees (Australia) Limited.	56,839	85,258.50
15/04/2013	HSBC Custody Nominees (Australia) Limited.	-2,016	-2,923.20
16/04/2013	HSBC Custody Nominees (Australia) Limited.	-16,089	-23,489.94
6/05/2013	HSBC Custody Nominees (Australia) Limited.	26,512	43,744.80
13/05/2013	HSBC Custody Nominees (Australia) Limited.	57,553	101,868.81
13/05/2013	HSBC Custody Nominees (Australia) Limited.	4,316	7,639.32
	Total	520,172	807,398.84

Westpac Financial Services Group Limited		
Total :	520,172	807,398.84

ANNEXURE A – ASSOCIATED COMPANIES

This is the annexure 'A' (being 3 pages) referred to in Form 603, Notice of initial substantial holder, lodged for Westpac and its associated entities

Tim Hartin – Company Secretary WBC – 18/06/2013

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

BT Short Term Income Fund	Australia	Westpac Americas Inc.	USA
BTIM UK Limited	UK	Westpac Asian Lending Pty Limited	Australia
Castlereagh Trust	Australia	Westpac Bank of Tonga	Tonga
CBA Limited	Australia	Westpac Bank Samoa Limited	Samoa
Challenge Finance Pty Limited	Australia	Westpac Banking Corporation	Australia
Challenge Limited	Australia	Westpac Bank-PNG-Limited	Papua New Guinea
Codrington S.a.r.l.	Luxembourg	Westpac Capital Holdings Inc.	USA
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Capital Markets Holding Corp.	USA
Crusade CP Management Pty Limited	Australia	Westpac Capital Markets LLC	USA
Crusade CP No.1 Pty Limited	Australia	Westpac Capital Trust III	USA
Crusade CP Trust No. 41	Australia	Westpac Capital Trust IV	USA
Crusade CP Trust No. 44	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade CP Trust No. 48	Australia	Westpac Cash PIE Fund	New Zealand
Crusade CP Trust No. 49	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Trust No. 50	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 52	Australia	Westpac Covered Bond Trust New	Australia
Crusade CP Trust No. 53	Australia	Westpac Custodian Nominees Limited	Australia
Crusade CP Trust No. 54	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 55	Australia	Westpac Delta LLC	USA
Crusade CP Trust No. 56	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade CP Trust No. 57	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade CP Trust No. 58	Australia	Westpac Equipment Finance Limited	Australia
Crusade CP Trust No. 60	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade Euro Trust 1E of 2006	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade Euro Trust 1E of 2007	Australia	Westpac Equity Pty Limited	Australia
Crusade Global Trust 1 of 2005	Australia	Westpac Europe Limited	UK
Crusade Global Trust 1 of 2006	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Global Trust 1 of 2007	Australia	Westpac Financial Consultants Limited	Australia
Crusade Global Trust 2 of 2004	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade Global Trust 2 of 2005	Australia	Westpac Financial Services Group Limited	Australia
Crusade Global Trust 2 of 2006	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Crusade Management Limited	Australia	Westpac Financial Services Limited	Australia
Crusade Trust 1A of 2005	Australia	Westpac Funding Holdings Pty Limited	Australia
Crusade 2P Trust of 2008	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
Danaby Pty Limited	Australia	Westpac Funds Financing Pty Limited	Australia
eQR Securities Pty. Limited	Australia	Westpac General Insurance Limited	Australia
FAI Trust No 2	Australia	Westpac General Insurance Services Limited	Australia
G.C.L. Investments Pty Limited	Australia	Westpac Group Investment-NZ-Limited	New Zealand
General Credit Holdings Pty Limited	Australia	Westpac Group Investments Australia Pty Limited	Australia
General Credits Pty Limited	Australia	Westpac Holdings-NZ-Limited	New Zealand
Halcyon Securities Limited	Australia	Westpac Investment Capital Corporation	USA
Hastings Advisers LLC	USA	Westpac Investment Vehicle No.2 Pty Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac Investment Vehicle Pty Limited	Australia
Hastings Funds Management Asia Pty. Limited	Singapore	Westpac Investments U.K. Limited	UK
Hastings Funds Management (UK) Limited	UK	Westpac Leasing Nominees-Vic.-Pty Limited	Australia

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

Note: Westpac retains 63% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

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