

**Form 604
Corporations Act 2001
Section 671B**

Notice of Change of Interests of Substantial Holder

To: **Billabong International Ltd**
ACN/ARSN:

1. Details of substantial holder (s)

Name: FMR LLC and FIL
ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on	25 February 2011
The previous notice was given to the company on	13 January 2011
The previous notice was dated	13 January 2011

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 to the company or scheme, are as follows:

Class of Securities (4)	Previous Notice Person's votes	Previous Notice Voting Power (5)	Present Notice Person's votes	Present Notice Voting Power (5)
Common Stock	13,136,301	5.18%	15,840,409	6.25%

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
			US \$	Common Stock	Common Stock
12 January 2011	FMR LLC & FIL	Market Acquisition	8.19	600	600
12 January 2011	FMR LLC & FIL	Market Acquisition	8.19	600	600
12 January 2011	FMR LLC & FIL	Market Acquisition	8.19	600	600
12 January 2011	FMR LLC & FIL	Market Acquisition	8.19	600	600
12 January 2011	FMR LLC & FIL	Market Acquisition	8.19	600	600
12 January 2011	FMR LLC & FIL	Market Acquisition	8.19	600	600
12 January 2011	FMR LLC & FIL	Market Acquisition	8.19	600	600
12 January 2011	FMR LLC & FIL	Market Acquisition	8.22	600	600
12 January 2011	FMR LLC & FIL	Market Acquisition	8.22	600	600
12 January 2011	FMR LLC & FIL	Market Acquisition	8.22	600	600
12 January 2011	FMR LLC & FIL	Market Acquisition	8.22	600	600

12 January 2011	FMR LLC & FIL	Market Acquisition	8.19	2,981	2,981
12 January 2011	FMR LLC & FIL	Market Acquisition	8.22	3,033	3,033
12 January 2011	FMR LLC & FIL	Market Acquisition	8.19	3,267	3,267
12 January 2011	FMR LLC & FIL	Market Acquisition	8.28	3,309	3,309
12 January 2011	FMR LLC & FIL	Market Acquisition	8.28	3,601	3,601
12 January 2011	FMR LLC & FIL	Market Acquisition	8.28	3,684	3,684
12 January 2011	FMR LLC & FIL	Market Acquisition	8.28	3,755	3,755
12 January 2011	FMR LLC & FIL	Market Acquisition	8.28	3,778	3,778
12 January 2011	FMR LLC & FIL	Market Acquisition	8.22	3,885	3,885
12 January 2011	FMR LLC & FIL	Market Acquisition	8.22	4,005	4,005
12 January 2011	FMR LLC & FIL	Market Acquisition	8.22	4,211	4,211
12 January 2011	FMR LLC & FIL	Market Acquisition	8.28	4,346	4,346
12 January 2011	FMR LLC & FIL	Market Acquisition	8.22	4,436	4,436
12 January 2011	FMR LLC & FIL	Market Acquisition	8.25	4,531	4,531
12 January 2011	FMR LLC & FIL	Market Acquisition	8.22	4,574	4,574
12 January 2011	FMR LLC & FIL	Market Acquisition	8.25	4,975	4,975
12 January 2011	FMR LLC & FIL	Market Acquisition	8.25	4,976	4,976
12 January 2011	FMR LLC & FIL	Market Acquisition	8.22	5,809	5,809
12 January 2011	FMR LLC & FIL	Market Acquisition	8.25	5,911	5,911
12 January 2011	FMR LLC & FIL	Market Acquisition	8.22	6,352	6,352
12 January 2011	FMR LLC & FIL	Market Acquisition	8.25	6,392	6,392
12 January 2011	FMR LLC & FIL	Market Acquisition	8.28	6,521	6,521
12 January 2011	FMR LLC & FIL	Market Acquisition	8.22	6,578	6,578
12 January 2011	FMR LLC & FIL	Market Acquisition	8.22	6,682	6,682
12 January 2011	FMR LLC & FIL	Market Acquisition	8.28	6,702	6,702
12 January 2011	FMR LLC & FIL	Market Acquisition	8.22	6,879	6,879
12 January 2011	FMR LLC & FIL	Market Acquisition	8.25	6,967	6,967
12 January 2011	FMR LLC & FIL	Market Acquisition	8.22	7,513	7,513
12 January 2011	FMR LLC & FIL	Market Acquisition	8.19	7,514	7,514
12 January 2011	FMR LLC & FIL	Market Acquisition	8.25	7,637	7,637
12 January 2011	FMR LLC & FIL	Market Acquisition	8.19	8,227	8,227
12 January 2011	FMR LLC & FIL	Market Acquisition	8.28	9,082	9,082
12 January 2011	FMR LLC & FIL	Market Acquisition	8.22	9,220	9,220
12 January 2011	FMR LLC & FIL	Market Acquisition	8.28	9,361	9,361
12 January 2011	FMR LLC & FIL	Market Acquisition	8.28	9,845	9,845
12 January 2011	FMR LLC & FIL	Market Acquisition	8.28	10,369	10,369
12 January 2011	FMR LLC & FIL	Market Acquisition	8.28	10,691	10,691
12 January 2011	FMR LLC & FIL	Market Acquisition	8.22	10,835	10,835
12 January 2011	FMR LLC & FIL	Market Acquisition	8.22	11,018	11,018
12 January 2011	FMR LLC & FIL	Market Acquisition	8.19	11,399	11,399
12 January 2011	FMR LLC & FIL	Market Acquisition	8.22	11,405	11,405
12 January 2011	FMR LLC & FIL	Market Acquisition	8.19	12,062	12,062
12 January 2011	FMR LLC & FIL	Market Acquisition	8.28	13,578	13,578
12 January 2011	FMR LLC & FIL	Market Acquisition	8.28	14,847	14,847
12 January 2011	FMR LLC & FIL	Market Acquisition	8.28	15,376	15,376
12 January 2011	FMR LLC & FIL	Market Acquisition	8.19	16,170	16,170
12 January 2011	FMR LLC & FIL	Market Acquisition	8.19	16,360	16,360
12 January 2011	FMR LLC & FIL	Market Acquisition	8.19	17,128	17,128
12 January 2011	FMR LLC & FIL	Market Acquisition	8.22	17,310	17,310
12 January 2011	FMR LLC & FIL	Market Acquisition	8.28	17,561	17,561
12 January 2011	FMR LLC & FIL	Market Acquisition	8.25	17,564	17,564
12 January 2011	FMR LLC & FIL	Market Acquisition	8.22	18,595	18,595
12 January 2011	FMR LLC & FIL	Market Acquisition	8.25	19,230	19,230
12 January 2011	FMR LLC & FIL	Market Acquisition	8.19	23,244	23,244

12 January 2011	FMR LLC & FIL	Market Acquisition	8.28	25,327	25,327
12 January 2011	FMR LLC & FIL	Market Acquisition	8.28	25,756	25,756
12 January 2011	FMR LLC & FIL	Market Acquisition	8.25	26,645	26,645
12 January 2011	FMR LLC & FIL	Market Acquisition	8.25	37,798	37,798
12 January 2011	FMR LLC & FIL	Market Acquisition	8.25	38,242	38,242
12 January 2011	FMR LLC & FIL	Market Acquisition	8.25	40,039	40,039
12 January 2011	FMR LLC & FIL	Market Acquisition	8.28	40,463	40,463
12 January 2011	FMR LLC & FIL	Market Acquisition	8.25	54,342	54,342
13 January 2011	FMR LLC & FIL	Market Acquisition	8.35	669	669
13 January 2011	FMR LLC & FIL	Market Acquisition	8.31	741	741
13 January 2011	FMR LLC & FIL	Market Acquisition	8.35	777	777
13 January 2011	FMR LLC & FIL	Market Acquisition	8.35	1,306	1,306
13 January 2011	FMR LLC & FIL	Market Acquisition	8.35	1,380	1,380
13 January 2011	FMR LLC & FIL	Market Acquisition	8.35	1,503	1,503
13 January 2011	FMR LLC & FIL	Market Acquisition	8.31	1,608	1,608
13 January 2011	FMR LLC & FIL	Market Acquisition	8.35	1,709	1,709
13 January 2011	FMR LLC & FIL	Market Acquisition	8.33	1,710	1,710
13 January 2011	FMR LLC & FIL	Market Acquisition	8.35	1,971	1,971
13 January 2011	FMR LLC & FIL	Market Acquisition	8.35	2,020	2,020
13 January 2011	FMR LLC & FIL	Market Acquisition	8.31	2,418	2,418
13 January 2011	FMR LLC & FIL	Market Acquisition	8.31	2,561	2,561
13 January 2011	FMR LLC & FIL	Market Acquisition	8.31	2,584	2,584
13 January 2011	FMR LLC & FIL	Market Acquisition	8.35	2,850	2,850
13 January 2011	FMR LLC & FIL	Market Acquisition	8.31	3,004	3,004
13 January 2011	FMR LLC & FIL	Market Acquisition	8.31	3,523	3,523
13 January 2011	FMR LLC & FIL	Market Acquisition	8.35	3,955	3,955
13 January 2011	FMR LLC & FIL	Market Acquisition	8.31	4,260	4,260
13 January 2011	FMR LLC & FIL	Market Acquisition	8.35	4,490	4,490
13 January 2011	FMR LLC & FIL	Market Acquisition	8.35	5,239	5,239
13 January 2011	FMR LLC & FIL	Market Acquisition	8.35	5,502	5,502
13 January 2011	FMR LLC & FIL	Market Acquisition	8.35	5,809	5,809
13 January 2011	FMR LLC & FIL	Market Acquisition	8.35	6,318	6,318
13 January 2011	FMR LLC & FIL	Market Acquisition	8.35	8,009	8,009
13 January 2011	FMR LLC & FIL	Market Acquisition	8.35	8,809	8,809
13 January 2011	FMR LLC & FIL	Market Acquisition	8.35	8,906	8,906
13 January 2011	FMR LLC & FIL	Market Acquisition	8.35	9,268	9,268
13 January 2011	FMR LLC & FIL	Market Acquisition	8.35	10,983	10,983
13 January 2011	FMR LLC & FIL	Market Acquisition	8.35	11,084	11,084
13 January 2011	FMR LLC & FIL	Market Acquisition	8.31	11,650	11,650
13 January 2011	FMR LLC & FIL	Market Acquisition	8.31	12,812	12,812
13 January 2011	FMR LLC & FIL	Market Acquisition	8.31	14,299	14,299
13 January 2011	FMR LLC & FIL	Market Acquisition	8.31	17,621	17,621
13 January 2011	FMR LLC & FIL	Market Acquisition	8.35	19,000	19,000
13 January 2011	FMR LLC & FIL	Market Acquisition	8.31	25,558	25,558
13 January 2011	FMR LLC & FIL	Market Acquisition	8.31	26,479	26,479
13 January 2011	FMR LLC & FIL	Market Acquisition	8.31	36,284	36,284
14 January 2011	FMR LLC & FIL	Market Acquisition	8.33	56,470	56,470
14 January 2011	FMR LLC & FIL	Market Disposition	8.33	12,500	12,500
24 January 2011	FMR LLC & FIL	Market Acquisition	8.04	179	179
24 January 2011	FMR LLC & FIL	Market Acquisition	8.01	7,620	7,620
24 January 2011	FMR LLC & FIL	Market Acquisition	8.01	7,912	7,912
24 January 2011	FMR LLC & FIL	Market Acquisition	8.01	8,084	8,084
24 January 2011	FMR LLC & FIL	Market Acquisition	8.01	18,569	18,569
24 January 2011	FMR LLC & FIL	Market Acquisition	8.01	25,336	25,336

24 January 2011	FMR LLC & FIL	Market Acquisition	8.01	85,605	85,605
27 January 2011	FMR LLC & FIL	Market Acquisition	8.24	1,491	1,491
27 January 2011	FMR LLC & FIL	Market Acquisition	8.35	5,651	5,651
27 January 2011	FMR LLC & FIL	Market Acquisition	8.35	5,842	5,842
27 January 2011	FMR LLC & FIL	Market Acquisition	8.35	5,966	5,966
27 January 2011	FMR LLC & FIL	Market Acquisition	8.35	13,708	13,708
27 January 2011	FMR LLC & FIL	Market Acquisition	8.35	18,690	18,690
27 January 2011	FMR LLC & FIL	Market Acquisition	8.35	63,136	63,136
27 January 2011	FMR LLC & FIL	Market Disposition	8.24	1,435	1,435
28 January 2011	FMR LLC & FIL	Market Acquisition	8.24	1,653	1,653
28 January 2011	FMR LLC & FIL	Market Acquisition	8.20	2,620	2,620
28 January 2011	FMR LLC & FIL	Market Acquisition	8.20	2,708	2,708
28 January 2011	FMR LLC & FIL	Market Acquisition	8.20	2,765	2,765
28 January 2011	FMR LLC & FIL	Market Acquisition	8.20	6,358	6,358
28 January 2011	FMR LLC & FIL	Market Acquisition	8.20	8,663	8,663
28 January 2011	FMR LLC & FIL	Market Acquisition	8.20	29,144	29,144
31 January 2011	FMR LLC & FIL	Market Acquisition	8.06	5,526	5,526
31 January 2011	FMR LLC & FIL	Market Acquisition	8.06	5,700	5,700
31 January 2011	FMR LLC & FIL	Market Acquisition	8.06	5,822	5,822
31 January 2011	FMR LLC & FIL	Market Acquisition	8.06	13,376	13,376
31 January 2011	FMR LLC & FIL	Market Acquisition	8.06	18,242	18,242
31 January 2011	FMR LLC & FIL	Market Acquisition	8.06	61,401	61,401
31 January 2011	FMR LLC & FIL	Market Disposition	8.05	19,802	19,802
1 February 2011	FMR LLC & FIL	Market Acquisition	8.16	3,986	3,986
1 February 2011	FMR LLC & FIL	Market Acquisition	8.16	4,109	4,109
1 February 2011	FMR LLC & FIL	Market Acquisition	8.16	4,197	4,197
1 February 2011	FMR LLC & FIL	Market Acquisition	8.16	9,642	9,642
1 February 2011	FMR LLC & FIL	Market Acquisition	8.16	13,145	13,145
1 February 2011	FMR LLC & FIL	Market Acquisition	8.16	44,687	44,687
2 February 2011	FMR LLC & FIL	Market Acquisition	8.21	6,217	6,217
2 February 2011	FMR LLC & FIL	Market Acquisition	8.21	6,397	6,397
2 February 2011	FMR LLC & FIL	Market Acquisition	8.21	6,535	6,535
2 February 2011	FMR LLC & FIL	Market Acquisition	8.21	15,007	15,007
2 February 2011	FMR LLC & FIL	Market Acquisition	8.21	20,489	20,489
2 February 2011	FMR LLC & FIL	Market Acquisition	8.21	69,962	69,962
2 February 2011	FMR LLC & FIL	Market Disposition	8.35	4,764	4,764
3 February 2011	FMR LLC & FIL	Market Acquisition	8.40	4,035	4,035
3 February 2011	FMR LLC & FIL	Market Acquisition	8.40	4,210	4,210
3 February 2011	FMR LLC & FIL	Market Acquisition	8.40	4,231	4,231
3 February 2011	FMR LLC & FIL	Market Acquisition	8.40	9,719	9,719
3 February 2011	FMR LLC & FIL	Market Acquisition	8.40	13,268	13,268
3 February 2011	FMR LLC & FIL	Market Acquisition	8.40	44,945	44,945
3 February 2011	FMR LLC & FIL	Market Disposition	8.42	6,958	6,958
4 February 2011	FMR LLC & FIL	Market Acquisition	8.48	5,412	5,412
4 February 2011	FMR LLC & FIL	Market Acquisition	8.48	5,632	5,632
4 February 2011	FMR LLC & FIL	Market Acquisition	8.48	5,650	5,650
4 February 2011	FMR LLC & FIL	Market Acquisition	8.48	13,004	13,004
4 February 2011	FMR LLC & FIL	Market Acquisition	8.48	17,758	17,758
4 February 2011	FMR LLC & FIL	Market Acquisition	8.48	60,467	60,467
7 February 2011	FMR LLC & FIL	Market Acquisition	8.30	623	623
7 February 2011	FMR LLC & FIL	Market Acquisition	8.30	2,110	2,110
8 February 2011	FMR LLC & FIL	Market Acquisition	8.37	2,209	2,209
8 February 2011	FMR LLC & FIL	Market Acquisition	8.34	2,261	2,261
8 February 2011	FMR LLC & FIL	Market Acquisition	8.37	2,542	2,542

8 February 2011	FMR LLC & FIL	Market Acquisition	8.37	2,621	2,621
8 February 2011	FMR LLC & FIL	Market Acquisition	8.33	5,064	5,064
8 February 2011	FMR LLC & FIL	Market Acquisition	8.37	6,138	6,138
8 February 2011	FMR LLC & FIL	Market Acquisition	8.37	7,696	7,696
8 February 2011	FMR LLC & FIL	Market Acquisition	8.37	23,626	23,626
9 February 2011	FMR LLC & FIL	Market Disposition	8.22	807	807
10 February 2011	FMR LLC & FIL	Market Acquisition	7.85	682	682
10 February 2011	FMR LLC & FIL	Market Disposition	7.91	1,512	1,512
11 February 2011	FMR LLC & FIL	Market Disposition	8.07	640	640
16 February 2011	FMR LLC & FIL	Market Acquisition	8.09	987	987
16 February 2011	FMR LLC & FIL	Market Disposition	8.02	16,512	16,512
18 February 2011	FMR LLC & FIL	Market Acquisition	8.70	8,350	8,350
18 February 2011	FMR LLC & FIL	Market Acquisition	8.70	46,832	46,832
18 February 2011	FMR LLC & FIL	Market Acquisition	8.70	68,899	68,899
18 February 2011	FMR LLC & FIL	Market Acquisition	8.70	77,370	77,370
21 February 2011	FMR LLC & FIL	Market Acquisition	8.67	35,000	35,000
23 February 2011	FMR LLC & FIL	Market Acquisition	8.52	1,685	1,685
23 February 2011	FMR LLC & FIL	Market Disposition	8.48	29	29
23 February 2011	FMR LLC & FIL	Market Disposition	8.49	9,600	9,600
24 February 2011	FMR LLC & FIL	Market Acquisition	8.58	917	917
24 February 2011	FMR LLC & FIL	Market Acquisition	8.54	1,292	1,292
24 February 2011	FMR LLC & FIL	Market Acquisition	8.54	448	448
24 February 2011	FMR LLC & FIL	Market Acquisition	8.54	731	731
25 February 2011	FMR LLC & FIL	Market Acquisition	8.59	22,487	22,487
25 February 2011	FMR LLC & FIL	Market Acquisition	8.59	22,765	22,765
25 February 2011	FMR LLC & FIL	Market Acquisition	8.59	26,486	26,486
25 February 2011	FMR LLC & FIL	Market Acquisition	8.59	36,640	36,640
25 February 2011	FMR LLC & FIL	Market Acquisition	8.59	52,512	52,512
25 February 2011	FMR LLC & FIL	Market Acquisition	8.59	245,323	245,323
25 February 2011	FMR LLC & FIL	Market Disposition	8.48	212	212
				Market Acquisitions	2,741,453
				Market Dispositions	74,771
				Non-Market Acquisitions	37,426
				Overall Increase	2,704,108

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	Class and number of securities
FMR LLC & FIL	ACCIDENT REHAB & CMP-GLB EX-US	123,700
FMR LLC & FIL	ASIAN DEVELOPMENT BANK	14,100
FMR LLC & FIL	FMT_GL ROW	22,809
FMR LLC & FIL	AGILENT TEC INT-PAC BAS T50416	67,108
FMR LLC & FIL	ALLTRI INKA GA	9,000
FMR LLC & FIL	ARRE INKA GA	12,013

FMR LLC & FIL	AST FI PYR AA IG PAC XJPT52905	31,114
FMR LLC & FIL	AST FI PYR AA INT VALUE T52900	78,287
FMR LLC & FIL	AWW PENSION SELECT INTL T55487	20,378
FMR LLC & FIL	AWW VEBA SELECT INTL T55488	8,075
FMR LLC & FIL	FIJ IT BALCAP	15,194
FMR LLC & FIL	PYR INTL GRTH PBAS XJPN T16624	492,782
FMR LLC & FIL	DEUTSCHE ARZTE - ROW	21,140
FMR LLC & FIL	FID (BOK) ASIA PACIFIC EQUITY	494,959
FMR LLC & FIL	BANK OF MONTREAL S INTL T55349	30,540
FMR LLC & FIL	BP MASTER TR FOR EMP PP T55275	53,258
FMR LLC & FIL	BRITISH ENERGY GEN GRP - ROW	120,700
FMR LLC & FIL	CALPERS SELCT INTL PORT T55434	168,700
FMR LLC & FIL	CATERPLL R VEBA SEL EUR T55257	9,787
FMR LLC & FIL	CATERPILLAR INC T55207	100,628
FMR LLC & FIL	CHEVRON TEX PAC BASIN T55006	77,826
FMR LLC & FIL	CHEVRON TEXACO UK PNS PL-ROW	35,410
FMR LLC & FIL	CIBC IMP OS EQ POOL PB T55340	14,285
FMR LLC & FIL	CALPERS SEL INTL PORT T55486	23,900
FMR LLC & FIL	CITY OF FRESNO RT SY-SI T50621	28,379
FMR LLC & FIL	COLONIAL FIRST STATE AUS F 24	210,330
FMR LLC & FIL	LONDON BOROUGH OF CROYDON PENS	14,144
FMR LLC & FIL	CATERPILLAR INC 401K SI T50578	14,740
FMR LLC & FIL	STATE OF CT RET PLAN T50251	80,600
FMR LLC & FIL	CO-OPERATIVE GRP PENS - RW	31,200
FMR LLC & FIL	DALLAS POLICE & FIRE T50092	14,458
FMR LLC & FIL	EAST SUSSEX CNTY COUNCIL-ROW	59,500
FMR LLC & FIL	FID INSTL FD-PACIFIC(EX JAP)FD	405,427
FMR LLC & FIL	ESSEX COUNTY COUNCIL PENS FUND	31,600
FMR LLC & FIL	EXELON CSH BL SLCT INTL T55403	13,062
FMR LLC & FIL	FID FDS - AUSTRALIA POOL	802,143
FMR LLC & FIL	FID FDS-INST ASIA PAC(EX-JP)PL	60,112
FMR LLC & FIL	FIDELITY AUSTRALIAN EQ FUND	2,388,548
FMR LLC & FIL	FIL AUSTRALIA POC PILOT	3,290
FMR LLC & FIL	FID AUSTRALIA SMALL CAP PLT FD	3,155
FMR LLC & FIL	FID GLOBAL DISC EQUITY (INTL)	19,510
FMR LLC & FIL	FID GLOBAL EQUITY INVESMENT TR	2,964
FMR LLC & FIL	HQ SLCT INTL INV ACCT T55492	78,671
FMR LLC & FIL	PYRAMIS SLCT INTL EQ TR T55106	108,200
FMR LLC & FIL	FID INTL DISCIPLINED EQUITY FD	24,400
FMR LLC & FIL	FID INTERNATIONAL EQTY INV TR	32,617
FMR LLC & FIL	GLOBAL - SOUTH EAST ASIA SUB	76,747
FMR LLC & FIL	NATIONAL BANK SLCT GLBL T55507	45,848
FMR LLC & FIL	FIDELITY ASIA CONS PILOT FUND	2,261
FMR LLC & FIL	FIDELITY OVERSEAS FUND -CANADA	3,373
FMR LLC & FIL	PYRAMIS INTL GRW PAC BSN T2333	116,999
FMR LLC & FIL	PYR CANA SEL GLBL EQ TR T55281	55,758
FMR LLC & FIL	FIDELITY INTERNATIONAL VALUE FD	8,321
FMR LLC & FIL	FIDELITY FONDS HCA	130,161
FMR LLC & FIL	PYRAMIS INST INT GR PXJP T2311	31,313

FMR LLC & FIL	FF-INST PACIFIC EX JAPA POOL	74,853
FMR LLC & FIL	STATE BRD ADM OF FL-PAC T55116	315,471
FMR LLC & FIL	PYRAMIS SELECT INTL EQ CM T319	875,600
FMR LLC & FIL	FIREFLY	269,048
FMR LLC & FIL	FID GLBL BAL ASIAJPN+AUS+NZ SB	40,377
FMR LLC & FIL	UAW RMBT SEL INTL T55189	83,700
FMR LLC & FIL	GPIF SG	128,600
FMR LLC & FIL	GM HOURLY-RATE SEL INTL T55193	176,800
FMR LLC & FIL	FIJ IT GOPNAP	75,006
FMR LLC & FIL	THE HEALTH FOUNDATION	19,000
FMR LLC & FIL	HALLIBURTON INTL GRO PB T55203	54,230
FMR LLC & FIL	IBM CANADA SELECT INT'L T2286	55,708
FMR LLC & FIL	IBM JAPAN TQPP UK-OEIC	60,838
FMR LLC & FIL	IG FI INTERNATIONAL EQ T55529	1,197
FMR LLC & FIL	INTERNATIONAL EQ NO6 PAC SUB	74,904
FMR LLC & FIL	PYRAMIS SEL INTL SM CAP(T1056)	245,315
FMR LLC & FIL	KBR PAC BASN EX JPN SUB T55378	30,746
FMR LLC & FIL	KENTUCKY INS PAC BASIN T2348	53,300
FMR LLC & FIL	KENTUCKY PEN PAC BASIN T2343	128,876
FMR LLC & FIL	LADWP RHBF PACB XJPN SB T52684	13,669
FMR LLC & FIL	LA WTR PWR PAC X JPN SB T52361	86,448
FMR LLC & FIL	LONDON BOROUGH CAMDEN PENSN FD	32,112
FMR LLC & FIL	MLC INVESTMENTS LIMITED	517,901
FMR LLC & FIL	FID (MOSF) ASIA PACIFIC EQUITY	329,665
FMR LLC & FIL	MINN SBI-MSCI WXUS-PBXJ T55308	71,908
FMR LLC & FIL	MINNESOTA SBI SEL INTL T55303	77,900
FMR LLC & FIL	NYKREDIT DEV PAC EX JP EQ ACC	67,217
FMR LLC & FIL	NYKREDIT DEV PAC EX JP EQ DIS	49,567
FMR LLC & FIL	NPC TRUST - ACTIVE 1 - ROW	107,000
FMR LLC & FIL	NPFA SG	62,300
FMR LLC & FIL	UNIVEST PACIFIC EX JAPAN	187,743
FMR LLC & FIL	NORTH YORKSHIRE COUNTY COUNCIL	49,500
FMR LLC & FIL	NYC EMPL RET IG PAC SUB T50716	114,409
FMR LLC & FIL	NYC POLICE&FIRE XJP SUB T50712	136,542
FMR LLC & FIL	OH P&F ACWI XUS PB XJPN T50412	144,665
FMR LLC & FIL	OREGON INV COUNCIL CSF T55433	21,800
FMR LLC & FIL	OREGON INVMT CL SEL INT T55271	148,000
FMR LLC & FIL	BRAUNSCHWEIG INSURANCE RW	11,500
FMR LLC & FIL	FIDELITY INTL FD - PEP PAC BSN	46,779
FMR LLC & FIL	PRINCIPAL PARTNERS INTL T50423	94,291
FMR LLC & FIL	PRIT SELECT INTL PORT T51513	141,900
FMR LLC & FIL	PYR INTL VALUE COMMPOOL T16572	46,620
FMR LLC & FIL	SAI INTL VALUE PYR SUB T53286	68,899
FMR LLC & FIL	LONDON LIFE INTL EQTY T55479	29,785
FMR LLC & FIL	SAI SELCT INTL PYR SUB T53287	19,333
FMR LLC & FIL	PY SLCT GLBL EQUITY CP T51438	18,253
FMR LLC & FIL	PYR SELECT INTL EQ LLC T51488	16,047
FMR LLC & FIL	RAILWAYS PENS EQ-PACIFIC BASIN	715,068
FMR LLC & FIL	ROYAL BOROUGH OF KINGST PEN FD	20,352

FMR LLC & FIL	RIO TINTO STAFF SUPER FUND	223,765
FMR LLC & FIL	RIVERSOURCE SELECT INTL T52973	213,700
FMR LLC & FIL	STANISLAUS ERA IG PBXJ T50585	28,896
FMR LLC & FIL	SEVEN RE FIDELITY PACIFIC	498,121
FMR LLC & FIL	SGE MM ROW	93,000
FMR LLC & FIL	SHELL OIL SELECT INTL T55322	59,246
FMR LLC & FIL	FID SELECT GLB EX-JP EQ T55415	21,000
FMR LLC & FIL	STATE SUPER FINANCIAL SERVICES	292,305
FMR LLC & FIL	ILLINOIS SURS-SEL INTL T50448	56,600
FMR LLC & FIL	CIBC INTL EQTY PAC BAS T55010	83,740
FMR LLC & FIL	U OF W.ONTARIO- PB XJPN T55326	24,920
FMR LLC & FIL	VGH HANNOVER RW	18,300
FMR LLC & FIL	VERIZON SELCT INTL PORT T53082	19,939
FMR LLC & FIL	FUND 232	642,904
FMR LLC & FIL	WORLD BANK SELECT INTL T55274	39,800
FMR LLC & FIL	WISCONSIN SIB FIX PAC T55233	320,757
FMR LLC & FIL	WISCONSIN SIB VAR-PB T55245	25,268
FMR LLC & FIL	WICHITA RET SYS PAC BSN T50636	23,882
Total	15,840,409	6.25%

5. Changes in Association

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

Name and ACN/ARSN (if applicable)	Nature of association
FMR LLC	No change
FIL	No change

6. Addresses

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

Name	Address
FMR LLC	82 Devonshire Street Boston, MA 02109
FIL	PO Box HM 670, Hamilton HMCX, Bermuda

Sign Here _____

Dated: 28 February 2011

Claudia Lin

Regulatory Reporting Manager

Duly authorized under Powers of Attorney dated 30 October 2009 by Scott Goebel by and on behalf of FMR LLC and its direct and indirect subsidiaries, and FIL Limited and its direct and indirect subsidiaries