



Investment
Management

26 May 2011

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 Gloucester Coal 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 GLOUCESTER COAL LIMITED

ACN/ARSN ABN 66 008 881 712

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 24/05/2011

The previous notice was given to the company on 07/01/2011

The previous notice was dated 5/01/2011

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 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	7,068,174	5.03%	10,846,456	6.58%

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
24/05/2011	WBC & its Associates Westpac Financial Services Group Limited (WFSG), Asgard Capital Management Limited, Westpac RE Limited, Westpac Staff Superannuation Plan PTY LTD, BT SUPERWRP, Westpac Financial Services Group Limited, Advance Asset Management Limited,	See Schedule	See Schedule	See Schedule	See Schedule

	BT Funds Management No.2 Limited, BT Funds Management Limited, BT Investment Management (RE) Limited				
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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
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.	239,240
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.	929,491
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.	635,819
BT Investment Management (RE) Limited	Permanent Trustee Australia Limited Australia and New Zealand Banking Group Limited National Custodian Nominees National Nominees Limited IAG Nominees Limited BNP Fund Services Australasia Pty Limited Citicorp Nominees Pty Limited UBS Wealth Management National	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.	8,885,789

	Australian Custodian Services JP Morgan Chase Bank National Australia Bank Limited HSBC Custody Nominees (Australia) Limited.		
Westpac Financial Services Group Limited	HSBC Custody Nominees (Australia) Limited.	Westpac Financial Services Group Limited Registered Holder of Securities. ABN: 50 000 326 312	139,970
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.	2,300
Westpac Staff Superannuation Plan PTY LTD	HSBC Custody Nominees (Australia) Limited.	Westpac Staff Superannuation Plan PTY LTD	13,847

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
Asgard Capital Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Westpac RE Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Westpac Staff Superannuation Plan PTY LTD	Level 20, Westpac Place, 275 Kent St Sydney NSW 2000
Westpac Financial Services Group Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management No.2 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 Investment Management (RE) Limited	Level 15, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
GLOUCESTER COAL LIMITED	Gloucester Coal Limited (GCL) Level 15, Citadel Towers (Tower B), 799 Pacific Highway, Chatswood 2067 Ph: (02) 9413 2028 Fax: (02) 9413 4802

Signature

print name Chris Millard capacity Company Secretary

sign here _____ date 26/5/2011

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6of 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 : 6/01/2011 to 24/05/2011

SECURITY: GCL

Advance Asset Management Limited

Date	Registered Company	Quantity	Value
6/01/2011	HSBC Custody Nominees (Australia) Limited.	-490	-5,963.30
20/01/2011	HSBC Custody Nominees (Australia) Limited.	-580	-7,476.20
3/03/2011	HSBC Custody Nominees (Australia) Limited.	3,893	47,455.67
21/03/2011	HSBC Custody Nominees (Australia) Limited.	49,083	550,711.26
22/03/2011	HSBC Custody Nominees (Australia) Limited.	-440	-4,919.20
18/04/2011	HSBC Custody Nominees (Australia) Limited.	-380	-4,104.00
2/05/2011	HSBC Custody Nominees (Australia) Limited.	-150	-1,530.00
17/05/2011	HSBC Custody Nominees (Australia) Limited.	-14,977	-134,493.46
19/05/2011	HSBC Custody Nominees (Australia) Limited.	20,520	182,833.20
20/05/2011	HSBC Custody Nominees (Australia) Limited.	6,510	57,808.80
24/05/2011	HSBC Custody Nominees (Australia) Limited.	6,500	0
	Total	69,489	680,322.77
	Advance Asset Management Limited Total :	69,489	680,322.77

BT Funds Management Limited

Date	Registered Company	Quantity	Value
11/02/2011	HSBC Custody Nominees (Australia) Limited.	2,371	30,206.54
11/02/2011	HSBC Custody Nominees (Australia) Limited.	20	254.8
16/02/2011	HSBC Custody Nominees (Australia) Limited.	18	223.38
1/03/2011	HSBC Custody Nominees (Australia) Limited.	365	4,234.00
1/04/2011	HSBC Custody Nominees (Australia) Limited.	-2,458	-27,038.00
1/04/2011	HSBC Custody Nominees (Australia) Limited.	-297	-3,267.00
6/05/2011	HSBC Custody Nominees (Australia) Limited.	18,398	182,140.20
6/05/2011	HSBC Custody Nominees (Australia) Limited.	-607	-6,009.30
24/05/2011	HSBC Custody Nominees (Australia) Limited.	314,862	0
24/05/2011	HSBC Custody Nominees (Australia) Limited.	1,930	0
	Total	334,602	180,744.62
Date	Registered Company	Quantity	Value
22/02/2011	BT Portfolio Services Limited	15,933	0.00
	Total	15,933	0.00
	BT Funds Management Limited Total :	350,535	180,744.62

BT Funds Management No.2 Limited

Date	Registered Company	Quantity	Value
12/01/2011	HSBC Custody Nominees (Australia) Limited.	504	6,400.80
21/01/2011	HSBC Custody Nominees (Australia) Limited.	88	1,114.08
21/01/2011	HSBC Custody Nominees (Australia) Limited.	711	9,015.48
31/01/2011	HSBC Custody Nominees (Australia) Limited.	520	6,588.40
3/02/2011	HSBC Custody Nominees (Australia) Limited.	2,184	27,693.12
11/02/2011	HSBC Custody Nominees (Australia) Limited.	258	3,286.92
1/03/2011	HSBC Custody Nominees (Australia) Limited.	19	220.4
3/03/2011	HSBC Custody Nominees (Australia) Limited.	-711	-8,503.56
3/03/2011	HSBC Custody Nominees (Australia) Limited.	-81	-968.76
3/03/2011	HSBC Custody Nominees (Australia) Limited.	-520	-6,219.20
3/03/2011	HSBC Custody Nominees (Australia) Limited.	-2,184	-26,120.64
3/03/2011	HSBC Custody Nominees (Australia) Limited.	-504	-6,027.84
4/03/2011	HSBC Custody Nominees (Australia) Limited.	-3,903	-47,694.66
4/03/2011	HSBC Custody Nominees (Australia) Limited.	-4,375	-53,462.50
4/03/2011	HSBC Custody Nominees (Australia) Limited.	-7	-85.54
4/03/2011	HSBC Custody Nominees (Australia) Limited.	-9,437	-115,320.14
4/03/2011	HSBC Custody Nominees (Australia) Limited.	-4,706	-57,507.32
1/04/2011	HSBC Custody Nominees (Australia) Limited.	-258	-2,838.00
1/04/2011	HSBC Custody Nominees (Australia) Limited.	-102	-1,122.00
1/04/2011	HSBC Custody Nominees (Australia) Limited.	-19	-209
1/04/2011	HSBC Custody Nominees (Australia) Limited.	-258	-2,838.00
6/05/2011	HSBC Custody Nominees (Australia) Limited.	891	8,820.90
17/05/2011	HSBC Custody Nominees (Australia) Limited.	10,856	94,990.00
24/05/2011	HSBC Custody Nominees (Australia) Limited.	159,050	0
24/05/2011	HSBC Custody Nominees (Australia) Limited.	30,030	0
24/05/2011	HSBC Custody Nominees (Australia) Limited.	12,498	0
	Total	190,544	-170,787.06
	BT Funds Management No.2 Limited Total :	190,544	-170,787.06

BT Investment Management (RE) Limited

Date	Registered Company	Quantity	Value
12/01/2011	Australia and New Zealand Banking Group Limited	193	2,451.10
21/01/2011	Australia and New Zealand Banking Group Limited	71	900.28
21/01/2011	Australia and New Zealand Banking Group Limited	9	113.94
31/01/2011	Australia and New Zealand Banking Group Limited	43	544.81
3/02/2011	Australia and New Zealand Banking Group Limited	181	2,295.08
4/03/2011	Australia and New Zealand Banking Group Limited	-1,952	-23,853.44
17/05/2011	Australia and New Zealand Banking Group Limited	958	8,382.50
24/05/2011	Australia and New Zealand Banking Group Limited	13,287	0
	Total	12,790	-9,165.73

Date	Registered Company	Quantity	Value
1/02/2011	BNP Fund Services Australasia Pty Limited	-23,316	0
1/02/2011	BNP Fund Services Australasia Pty Limited	-14,603	0
1/02/2011	BNP Fund Services Australasia Pty Limited	-56	0
11/02/2011	BNP Fund Services Australasia Pty Limited	452	5,758.48
1/04/2011	BNP Fund Services Australasia Pty Limited	-2,134	-23,474.00
6/05/2011	BNP Fund Services Australasia Pty Limited	19	188.1
24/05/2011	BNP Fund Services Australasia Pty Limited	51,342	0
	Total	11,704	-17,527.42

Date	Registered Company	Quantity	Value
11/02/2011	Citicorp Nominees Pty Limited	656	8,357.44
16/02/2011	Citicorp Nominees Pty Limited	127	1,576.07
1/03/2011	Citicorp Nominees Pty Limited	222	2,575.20
17/03/2011	Citicorp Nominees Pty Limited	2,777	32,629.75
1/04/2011	Citicorp Nominees Pty Limited	18,102	199,122.00
6/05/2011	Citicorp Nominees Pty Limited	-7,570	-74,943.00
24/05/2011	Citicorp Nominees Pty Limited	82,485	0
	Total	96,799	169,317.46

Date	Registered Company	Quantity	Value
6/01/2011	HSBC Custody Nominees (Australia) Limited.	2,933	35,899.92
12/01/2011	HSBC Custody Nominees (Australia) Limited.	10,875	138,112.50
13/01/2011	HSBC Custody Nominees (Australia) Limited.	12,235	159,911.45
19/01/2011	HSBC Custody Nominees (Australia) Limited.	38,260	504,649.40
21/01/2011	HSBC Custody Nominees (Australia) Limited.	5,499	69,727.32
21/01/2011	HSBC Custody Nominees (Australia) Limited.	681	8,621.46
31/01/2011	HSBC Custody Nominees (Australia) Limited.	2,142	27,139.14
3/02/2011	HSBC Custody Nominees (Australia) Limited.	8,991	114,005.88
11/02/2011	HSBC Custody Nominees (Australia) Limited.	19	242.06
11/02/2011	HSBC Custody Nominees (Australia) Limited.	49	624.26
11/02/2011	HSBC Custody Nominees (Australia) Limited.	28	356.72
11/02/2011	HSBC Custody Nominees (Australia) Limited.	416	5,299.84
11/02/2011	HSBC Custody Nominees (Australia) Limited.	3,616	46,067.84
11/02/2011	HSBC Custody Nominees (Australia) Limited.	472	6,013.28
14/02/2011	HSBC Custody Nominees (Australia) Limited.	32,206	403,541.18
15/02/2011	HSBC Custody Nominees (Australia) Limited.	9,450	118,125.00
16/02/2011	HSBC Custody Nominees (Australia) Limited.	82	1,017.62
23/02/2011	HSBC Custody Nominees (Australia) Limited.	169	1,911.39
1/03/2011	HSBC Custody Nominees (Australia) Limited.	6	69.6
1/03/2011	HSBC Custody Nominees (Australia) Limited.	1	11.6
1/03/2011	HSBC Custody Nominees (Australia) Limited.	284	3,294.40
1/03/2011	HSBC Custody Nominees (Australia) Limited.	162	1,879.20
4/03/2011	HSBC Custody Nominees (Australia) Limited.	-24,520	-299,634.40
4/03/2011	HSBC Custody Nominees (Australia) Limited.	-8,991	-109,870.02

4/03/2011	HSBC Custody Nominees (Australia) Limited.	-19,692	-240,636.24
4/03/2011	HSBC Custody Nominees (Australia) Limited.	-681	-8,321.82
4/03/2011	HSBC Custody Nominees (Australia) Limited.	-5,499	-67,197.78
4/03/2011	HSBC Custody Nominees (Australia) Limited.	-2,142	-26,175.24
4/03/2011	HSBC Custody Nominees (Australia) Limited.	-10,875	-132,892.50
4/03/2011	HSBC Custody Nominees (Australia) Limited.	-3,969	-48,501.18
4/03/2011	HSBC Custody Nominees (Australia) Limited.	-15,913	-194,456.86
9/03/2011	HSBC Custody Nominees (Australia) Limited.	2,120	25,206.80
10/03/2011	HSBC Custody Nominees (Australia) Limited.	232	2,702.80
10/03/2011	HSBC Custody Nominees (Australia) Limited.	375	4,368.75
14/03/2011	HSBC Custody Nominees (Australia) Limited.	146	1,690.68
16/03/2011	HSBC Custody Nominees (Australia) Limited.	-20,543	-241,791.11
17/03/2011	HSBC Custody Nominees (Australia) Limited.	80,361	944,241.75
17/03/2011	HSBC Custody Nominees (Australia) Limited.	1,509	17,730.75
17/03/2011	HSBC Custody Nominees (Australia) Limited.	-10,630	-124,902.50
17/03/2011	HSBC Custody Nominees (Australia) Limited.	-29,139	-342,383.25
23/03/2011	HSBC Custody Nominees (Australia) Limited.	502	5,506.94
1/04/2011	HSBC Custody Nominees (Australia) Limited.	9,981	109,791.00
1/04/2011	HSBC Custody Nominees (Australia) Limited.	-347	-3,817.00
1/04/2011	HSBC Custody Nominees (Australia) Limited.	-203	-2,233.00
1/04/2011	HSBC Custody Nominees (Australia) Limited.	-137	-1,507.00
1/04/2011	HSBC Custody Nominees (Australia) Limited.	-1,502	-16,522.00
1/04/2011	HSBC Custody Nominees (Australia) Limited.	-120,950	1,330,450.00
8/04/2011	HSBC Custody Nominees (Australia) Limited.	2,066	22,602.04
28/04/2011	HSBC Custody Nominees (Australia) Limited.	5,046	52,730.70
4/05/2011	HSBC Custody Nominees (Australia) Limited.	-14,442	-144,564.42
6/05/2011	HSBC Custody Nominees (Australia) Limited.	330	3,267.00
6/05/2011	HSBC Custody Nominees (Australia) Limited.	179	1,772.10
6/05/2011	HSBC Custody Nominees (Australia) Limited.	1,043	10,325.70
6/05/2011	HSBC Custody Nominees (Australia) Limited.	40,839	404,306.10
6/05/2011	HSBC Custody Nominees (Australia) Limited.	-659	-6,524.10
6/05/2011	HSBC Custody Nominees (Australia) Limited.	-3,358	-33,244.20
17/05/2011	HSBC Custody Nominees (Australia) Limited.	47,366	414,452.50
17/05/2011	HSBC Custody Nominees (Australia) Limited.	48,140	420,743.60
24/05/2011	HSBC Custody Nominees (Australia) Limited.	1,890	0
24/05/2011	HSBC Custody Nominees (Australia) Limited.	5,907	0
24/05/2011	HSBC Custody Nominees (Australia) Limited.	3,369	0
24/05/2011	HSBC Custody Nominees (Australia) Limited.	42,923	0
24/05/2011	HSBC Custody Nominees (Australia) Limited.	444,546	0
24/05/2011	HSBC Custody Nominees (Australia) Limited.	43,696	0
24/05/2011	HSBC Custody Nominees (Australia) Limited.	696,604	0
24/05/2011	HSBC Custody Nominees (Australia) Limited.	58,629	0
24/05/2011	HSBC Custody Nominees (Australia) Limited.	232,972	0
24/05/2011	HSBC Custody Nominees (Australia) Limited.	3,994	0
24/05/2011	HSBC Custody Nominees (Australia) Limited.	26,574	232,522.50

Total	1,635,723	944,858.15
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Date	Registered Company	Quantity	Value
11/02/2011	IAG Nominees Limited	127	1,617.98
11/02/2011	IAG Nominees Limited	202	2,573.48
16/02/2011	IAG Nominees Limited	20	248.2
16/02/2011	IAG Nominees Limited	32	397.12
1/03/2011	IAG Nominees Limited	59	684.4
1/03/2011	IAG Nominees Limited	-2,138	-24,800.80
17/03/2011	IAG Nominees Limited	321	3,771.75
17/03/2011	IAG Nominees Limited	263	3,090.25
1/04/2011	IAG Nominees Limited	2,485	27,335.00
1/04/2011	IAG Nominees Limited	4,186	46,046.00
2/05/2011	IAG Nominees Limited	-5,832	-59,486.40
6/05/2011	IAG Nominees Limited	-790	-7,821.00
6/05/2011	IAG Nominees Limited	-1,076	-10,652.40
24/05/2011	IAG Nominees Limited	14,694	0
24/05/2011	IAG Nominees Limited	22,302	0
	Total	34,855	-16,996.42

Date	Registered Company	Quantity	Value
11/02/2011	JP Morgan Chase Bank	399	5,083.26
11/02/2011	JP Morgan Chase Bank	1,331	16,956.94
11/02/2011	JP Morgan Chase Bank	-12,020	-153,134.80
16/02/2011	JP Morgan Chase Bank	64	794.24
16/02/2011	JP Morgan Chase Bank	206	2,556.46
16/02/2011	JP Morgan Chase Bank	56	694.96
1/03/2011	JP Morgan Chase Bank	120	1,392.00
1/03/2011	JP Morgan Chase Bank	392	4,547.20
1/03/2011	JP Morgan Chase Bank	90	1,044.00
17/03/2011	JP Morgan Chase Bank	714	8,389.50
17/03/2011	JP Morgan Chase Bank	1,462	17,178.50
17/03/2011	JP Morgan Chase Bank	1,043	12,255.25
1/04/2011	JP Morgan Chase Bank	8,188	90,068.00
1/04/2011	JP Morgan Chase Bank	25,941	285,351.00
1/04/2011	JP Morgan Chase Bank	5,466	60,126.00
6/05/2011	JP Morgan Chase Bank	-2,161	-21,393.90
6/05/2011	JP Morgan Chase Bank	-3,615	-35,788.50
6/05/2011	JP Morgan Chase Bank	-1,371	-13,572.90
24/05/2011	JP Morgan Chase Bank	49,458	0
24/05/2011	JP Morgan Chase Bank	165,543	0
24/05/2011	JP Morgan Chase Bank	33,013	0
	Total	274,319	282,547.21

Date	Registered Company	Quantity	Value
19/01/2011	National Australia Bank Limited	76,740	1,012,200.60

11/02/2011	National Australia Bank Limited	112	1,426.88
11/02/2011	National Australia Bank Limited	180	2,293.20
11/02/2011	National Australia Bank Limited	661	8,421.14
14/02/2011	National Australia Bank Limited	60,560	758,816.80
15/02/2011	National Australia Bank Limited	19,182	239,775.00
16/02/2011	National Australia Bank Limited	18	223.38
16/02/2011	National Australia Bank Limited	31	384.71
16/02/2011	National Australia Bank Limited	123	1,526.43
1/03/2011	National Australia Bank Limited	33	382.8
1/03/2011	National Australia Bank Limited	55	638
1/03/2011	National Australia Bank Limited	257	2,981.20
16/03/2011	National Australia Bank Limited	-32,742	-385,373.34
17/03/2011	National Australia Bank Limited	155	1,821.25
17/03/2011	National Australia Bank Limited	263	3,090.25
17/03/2011	National Australia Bank Limited	4,104	48,222.00
17/03/2011	National Australia Bank Limited	-53,561	-629,341.75
1/04/2011	National Australia Bank Limited	2,304	25,344.00
1/04/2011	National Australia Bank Limited	3,669	40,359.00
1/04/2011	National Australia Bank Limited	47,090	517,990.00
6/05/2011	National Australia Bank Limited	-727	-7,197.30
6/05/2011	National Australia Bank Limited	-895	-8,860.50
6/05/2011	National Australia Bank Limited	-36,689	-363,221.10
24/05/2011	National Australia Bank Limited	13,801	0
24/05/2011	National Australia Bank Limited	426,491	0
24/05/2011	National Australia Bank Limited	22,318	0
24/05/2011	National Australia Bank Limited	83,564	0
	Total	637,097	1,271,902.65

Date	Registered Company	Quantity	Value
12/01/2011	National Australian Custodian Services	1,942	24,663.40
12/01/2011	National Australian Custodian Services	1,011	12,839.70
12/01/2011	National Australian Custodian Services	387	4,914.90
21/01/2011	National Australian Custodian Services	551	6,986.68
21/01/2011	National Australian Custodian Services	68	860.88
21/01/2011	National Australian Custodian Services	286	3,626.48
21/01/2011	National Australian Custodian Services	35	443.1
21/01/2011	National Australian Custodian Services	14	177.24
21/01/2011	National Australian Custodian Services	110	1,394.80
31/01/2011	National Australian Custodian Services	337	4,269.79
31/01/2011	National Australian Custodian Services	175	2,217.25
31/01/2011	National Australian Custodian Services	67	848.89
3/02/2011	National Australian Custodian Services	1,416	17,954.88
3/02/2011	National Australian Custodian Services	735	9,319.80
3/02/2011	National Australian Custodian Services	283	3,588.44
2/03/2011	National Australian Custodian Services	17,439	207,175.32
2/03/2011	National Australian Custodian Services	1,364	16,054.28

4/03/2011	National Australian Custodian Services	-15,435	-188,615.70
4/03/2011	National Australian Custodian Services	-8,018	-97,979.96
4/03/2011	National Australian Custodian Services	-5,211	-63,678.42
17/05/2011	National Australian Custodian Services	7,540	65,975.00
17/05/2011	National Australian Custodian Services	3,916	34,265.00
17/05/2011	National Australian Custodian Services	2,078	18,182.50
24/05/2011	National Australian Custodian Services	103,956	0
24/05/2011	National Australian Custodian Services	53,999	0
24/05/2011	National Australian Custodian Services	28,671	0
	Total	197,716	85,484.25

Date	Registered Company	Quantity	Value
12/01/2011	National Nominees Limited	588	7,467.60
21/01/2011	National Nominees Limited	21	265.86
21/01/2011	National Nominees Limited	167	2,117.56
31/01/2011	National Nominees Limited	102	1,292.34
3/02/2011	National Nominees Limited	429	5,439.72
4/03/2011	National Nominees Limited	-4,674	-57,116.28
17/05/2011	National Nominees Limited	2,286	20,002.50
24/05/2011	National Nominees Limited	31,519	0
	Total	30,438	-20,530.70

Date	Registered Company	Quantity	Value
11/02/2011	National Custodian Nominees	157	2,000.18
16/02/2011	National Custodian Nominees	27	335.07
1/03/2011	National Custodian Nominees	48	556.8
17/03/2011	National Custodian Nominees	249	2,925.75
1/04/2011	National Custodian Nominees	3,173	34,903.00
6/05/2011	National Custodian Nominees	-536	-5,306.40
24/05/2011	National Custodian Nominees	19,601	0
	Total	22,719	35,414.40

Date	Registered Company	Quantity	Value
11/02/2011	Permanent Trustee Australia Limited	87	1,108.38
16/02/2011	Permanent Trustee Australia Limited	-804	-9,977.64
1/03/2011	Permanent Trustee Australia Limited	25	290
17/03/2011	Permanent Trustee Australia Limited	109	1,280.75
1/04/2011	Permanent Trustee Australia Limited	-121	-1,331.00
6/05/2011	Permanent Trustee Australia Limited	739	7,316.10
24/05/2011	Permanent Trustee Australia Limited	10,043	0
	Total	10,078	-1,313.41

Date	Registered Company	Quantity	Value
18/01/2011	UBS Wealth Management	5,513	72,826.73
18/01/2011	UBS Wealth Management	6,645	87,780.45
18/01/2011	UBS Wealth Management	7,842	103,592.82

20/01/2011	UBS Wealth Management	8,519	110,235.86
20/01/2011	UBS Wealth Management	10,789	139,609.66
20/01/2011	UBS Wealth Management	10,692	138,354.48
1/03/2011	UBS Wealth Management	-4,151	-48,110.09
24/05/2011	UBS Wealth Management	29,330	0
24/05/2011	UBS Wealth Management	33,958	0
24/05/2011	UBS Wealth Management	36,821	0
	Total	145,958	604,289.91

BT Investment Management (RE) Limited Total : 3,110,196 3,328,280.35

Westpac RE Limited

Date	Registered Company	Quantity	Value
20/05/2011	HSBC Custody Nominees (Australia) Limited.	2,300	20,401.00
	Total	2,300	20,401.00

Westpac RE Limited Total : 2,300 20,401.00

Westpac Financial Services Group Limited

Date	Registered Company	Quantity	Value
11/02/2011	HSBC Custody Nominees (Australia) Limited.	407	5,185.18
1/04/2011	HSBC Custody Nominees (Australia) Limited.	-1,262	-13,882.00
1/04/2011	HSBC Custody Nominees (Australia) Limited.	-130	-1,430.00
1/04/2011	HSBC Custody Nominees (Australia) Limited.	-407	-4,477.00
6/05/2011	HSBC Custody Nominees (Australia) Limited.	-2,384	-23,601.60
24/05/2011	HSBC Custody Nominees (Australia) Limited.	45,147	0
	Total	41,371	-38,205.42

Westpac Financial Services Group Limited Total : 41,371 -38,205.42

Westpac Staff Superannuation Plan PTY LTD

Date	Registered Company	Quantity	Value
18/03/2011	HSBC Custody Nominees (Australia) Limited.	11,717	135,214.18
24/05/2011	HSBC Custody Nominees (Australia) Limited.	2,130	0
	Total	13,847	135,214.18

Westpac Staff Superannuation Plan PTY LTD Total : 13,847 135,214.18

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

Rebecca Farrell – Group Company Secretary WBC– 24/05/2011

Westpac Banking Corporation		St.George Business Finance Pty Limited	Australia
1925 (Commercial) Pty Limited	Australia	St.George Custodial Pty Limited	Australia
1925 (Industrial) Pty Limited	Australia	St.George Equity Finance Limited	Australia
1925 Advances Pty Limited	Australia	St.George Finance Holdings Limited	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	St.George Finance Limited	Australia
Advance Asset Management Limited	Australia	St.George Financial Investments 1 Pty Limited	Australia
Altitude Administration Pty Limited	Australia	St.George Financial Services Limited	Australia
Altitude Rewards Pty Limited	Australia	St.George Group Holdings Pty Limited	Australia
Aotearoa Financial Services Limited	New Zealand	St.George Insurance Australia Pty Limited	Australia
Ascalon Capital Managers Limited	Australia	St.George Life Limited	Australia
Ascalon Funds Seed Pool Trust	Australia	St.George Motor Finance Limited	Australia
Ascalon Funds Seed Pool Trust No. 2	Australia	Hastings Forestry Investments Limited	New Zealand
Asgard Capital Management Limited	Australia	HLT Custodian Trust	New Zealand
Asgard Wealth Solutions Limited	Australia	MIF Custodian Trust	New Zealand
Assirt Software Pty Limited	Australia	Number 120 Limited I	New Zealand
Athena Finance Pty Limited	Australia	St.George New Zealand Limited	New Zealand
Australian Infrastructure Fund International 1 Pty Limited	Australia	Hastings Funds Management (UK) Limited	UK
Australian Loan Processing Security Company Pty Limited	Australia	Hastings Advisers LLC	USA
Australian Loan Processing Security Trust	Australia	Hastings Funds Management (USA) Inc.	USA
Autodirect Pty Limited	Australia	Hastings Investment Capital LP	USA
Beech Trust	Australia	Hastings Investment LLC	USA
Belliston Pty Limited	Australia	Southern Cross Inc.	USA
Bill Acceptance Corporation Limited	Australia	St.George Procurement Management Pty Limited	Australia
BLE Capital Investments Pty Limited	Australia	St.George Security Holdings Pty Limited	Australia
BLE Capital Limited	Australia	St.George Wealth Management Pty Limited	Australia
BLE Development Pty Limited	Australia	St.George WEL Pty. Limited	Australia
BLE Holdings Pty Limited	Australia	Sydney Capital Corp Inc	USA
BT (Queensland) Pty Limited	Australia	Tasman LLC	USA
BT Australia Pty Limited	Australia	Tasman Pacific Investments Pty Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	Tavarua Funding Trust III	USA
BT Financial Group Pty Limited	Australia	Tavarua Funding Trust IV	USA
BT Funds Management (NZ) Limited	New Zealand	TBNZ Investments (UK) Limited	UK
BT Funds Management Limited	Australia	Teuton Pty Limited	Australia
BT Funds Management No.2 Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Investment Management (RE) Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Investment Management Limited	Australia	The Warehouse Financial Services Limited	New Zealand
BT Investment Management No.2 Limited	Australia	TIF International 1 Pty Limited	Australia

BT Life Limited	Australia	TPC Services Australia Pty Limited	Australia
BT Portfolio Services Limited	Australia	Value Nominees Pty Limited	Australia
BT Securities Limited	Australia	W1 Investments Pty Limited	Australia
Canberra Advance Property Limited	Australia	Waratah Receivables Corp Pty Limited	Australia
Castlereagh Trust	Australia	Waratah Securities Australia Limited	Australia
CBA Limited	Australia	Westpac (NZ) Investments Limited	New Zealand
Challenge Finance Pty Limited	Australia	Westpac Administration Pty Limited	Australia
Challenge Limited	Australia	Westpac Altitude Rewards Trust	Australia
Codrington S.a.r.l.	Luxembourg	Westpac Americas Inc.	USA
Crusade ABS Series 2008-1	Australia	Westpac Asian Lending Pty Limited	Australia
Crusade ABS Series 2008-2	Australia	Westpac Asset Services Pty Limited	Australia
Crusade CP Management Pty Limited	Australia	Westpac Bank of Tonga	Tonga
Crusade CP No.1 Pty Limited	Australia	Westpac Bank Samoa Limited	Samoa
Crusade CP Trust No. 41	Australia	Westpac Bank-PNG-Limited	Papua New Guinea
Crusade CP Trust No. 44	Australia	Westpac Capital Corporation	USA
Crusade CP Trust No. 48	Australia	Westpac Capital Holdings Inc.	USA
Crusade CP Trust No. 49	Australia	Westpac Capital Trust III	USA
Crusade CP Trust No. 50	Australia	Westpac Capital Trust IV	USA
Crusade CP Trust No. 52	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade CP Trust No. 53	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Trust No. 54	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 55	Australia	Westpac NZ Covered Bond Holdings Limited	New Zealand
Crusade CP Trust No. 56	Australia	Westpac NZ Covered Bond Limited	New Zealand
Crusade CP Trust No. 57	Australia	Westpac Custodian Nominees Limited	Australia
Crusade CP Trust No. 58	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 60	Australia	Westpac Delta LLC	USA
Crusade Euro Trust 1E of 2004	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade Euro Trust 1E of 2006	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade Euro Trust 1E of 2007	Australia	Westpac Equipment Finance Limited	Australia
Crusade Global Trust 1 of 2003	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade Global Trust 1 of 2004	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade Global Trust 1 of 2005	Australia	Westpac Equity Pty Limited	Australia
Crusade Global Trust 1 of 2006	Australia	Westpac Europe Limited	UK
Crusade Global Trust 1 of 2007	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Global Trust 2 of 2003	Australia	Westpac Financial Consultants Limited	Australia
Crusade Global Trust 2 of 2004	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade Global Trust 2 of 2005	Australia	Westpac Financial Services Group Limited	Australia
Crusade Global Trust 2 of 2006	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Crusade Management Limited	Australia	Westpac Financial Services Limited	Australia
Crusade Trust 1A of 2005	Australia	Westpac Funding Holdings Pty Limited	Australia
Crusade Trust 2P of 2008	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
Danaby Pty Limited	Australia	Westpac Funds Financing Pty Limited	Australia
Enfield Downs Pty Limited	Australia	Westpac General Insurance Limited	Australia

eQR Securities Pty. Limited (formerly Pact Accountants Investment Group Pty Limited) FAI No. 2 Trust	Australia	Westpac General Insurance Services Limited	Australia
First Residential Property Trust	Australia	Westpac Group Investment-NZ-Limited	New Zealand
G.C.L. Investments Pty Limited	Australia	Westpac Group Investments Australia Pty Limited	Australia
Gemini Trust	Australia	Westpac Holdings-NZ-Limited	New Zealand
General Credit Holdings Pty Limited	Australia	Westpac Investment Capital Corporation	USA
General Credits Pty Limited	Australia	Westpac Investment Vehicle No.2 Pty Limited	Australia
Halcyon Securities Limited	Australia	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac Investment Vehicle No.4 Pty Limited	Australia
Hastings Funds Management Limited	Australia	Westpac Investment Vehicle Pty Limited	Australia
Hastings Group Pty Limited	Australia	Westpac Investments U.K. Limited	UK
Hastings Management Pty Limited	Australia	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Private Equity Fund IIB Pty Limited	Australia	Westpac Life Insurance Services Limited	Australia
Hickory Trust	Australia	Westpac Life-NZ-Limited	New Zealand
Hitton Pty Limited	Australia	Westpac Matching Gifts Limited	Australia
Infrastructure Australia (No.3) Limited	Australia	Westpac New Zealand Group Limited	New Zealand
Infrastructure Australia (No.4) Limited	Australia	Westpac New Zealand Limited	New Zealand
Magnitude Group Pty Limited	Australia	Westpac Nominees-NZ-Limited	New Zealand
Mortgage Management Limited	Australia	Westpac NZ Operations Limited	New Zealand
Nationwide Management Pty Limited	Australia	Westpac NZ Securitisation Holdings Limited	New Zealand
Net Nominees Limited	Australia	Westpac NZ Securitisation Limited	New Zealand
Oakjet Pty Limited	Australia	Westpac Overseas Holdings No. 2 Pty Limited	Australia
Oniston Pty Limited	Australia	Westpac Overseas Holdings Pty Limited	Australia
Orion Trust	Australia	Westpac Pacific Limited Partnership	Australia
Packaging Properties 1 Pty Limited	Australia	Westpac Private Equity Pty Limited	Australia
Packaging Properties 2 Pty Limited	Australia	Westpac Properties Limited	Australia
Packaging Properties 3 Pty Limited	Australia	Westpac RE Limited	Australia
Partnership Pacific Limited	Australia	Westpac Residential Property Trust	Australia
Partnership Pacific Securities Limited	Australia	Westpac Residential Real Estate Investment Trust I	Australia
Pashley Investments Pty Limited	Australia	Westpac Residential Real Estate Investment Trust II	Australia
Phoenix Trust	Australia	Westpac Securities Administration Limited	Australia
Qvalent Pty Limited	Australia	Westpac Securities Inc.	USA
RAMS Financial Group Pty Limited	Australia	Westpac Securities Limited	Australia
Real Estate Investment Trust B	Australia	Westpac Securities NZ Limited	New Zealand
RESI-Statewide Mortgage Corporation Pty Limited	Australia	Westpac Securitisation Holdings Pty Limited	Australia
RMS Warehouse Trust 2007-1	Australia	Westpac Securitisation Management Pty Limited	Australia
Sallmoor Pty Limited	Australia	Westpac Singapore Limited	Singapore
Securitor Financial Group Limited	Australia	Westpac Structured Products Limited	Australia
Series 2005-1G WST Trust	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Series 2007-1G WST Trust	Australia	Westpac Syndications Management Pty Limited	Australia
	Australia	Westpac Term PIE Fund	New Zealand

Series 2008-1M WST Trust	Australia	Westpac TPS Trust	Australia
Series 2009-1 WST Trust	Australia	Westpac Unit Trust	Australia
Series 2011-1 WST Trust	Australia	Westpac USA Inc.	USA
Sixty Martin Place (Holdings) Pty Limited	Australia	WFAL No.1 Loan Trust	Australia
St.George APL Pty Limited	Australia		

Note: Westpac retains 60% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Mangement Limited (60%)	Australia
BT Investment Mangement (RE) Limited (Subsidiary of BT Investment Management Limited)	Australia