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## Form 603

Corporations Law  
Section 671B

### Notice of initial substantial holder

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To Company Name/Scheme G.U.D HOLDINGS LIMITED

ACN/ARSN ABN 99 004 400 891

#### 1. Details of substantial holder(1)

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

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

The holder became a substantial holder on 7/09/2011

#### 2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities	Number of securities	Person's votes (5)	Voting power (6)
ORDINARY SHARES	3,454,773	3,454,773	5.00%

#### 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.	168,765
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	14,976

		the BEACON Superannuation Plan. In those capacities, Asgard has the power to exercise the right to vote attached to, and to dispose of, the securities held by these entities.	
BT Funds Management Limited	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.	141,082
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.	441,032
BT Investment Management (RE) Limited	Australia and New Zealand Banking Group Limited  National Nominees Limited  National Australian Custodian Services  HSBC Custody Nominees (Australia) Limited.	BT Investment Management (RE) Limited is the RE and fund manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	2,672,683
Westpac Staff Superannuation Plan PTY LTD	HSBC Custody Nominees (Australia) Limited.	Westpac Staff Superannuation Plan PTY LTD	16,235

#### 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
Asgard Capital Management Limited	See Schedule	See Schedule	
Westpac Staff Superannuation Plan PTY LTD	See Schedule	See Schedule	
BT Funds Management Limited	See Schedule	See Schedule	
Advance Asset	See Schedule	See Schedule	

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

**5. Consideration**

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

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

**6. Associates**

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

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

**7. Addresses**

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

Name	Address
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000
Asgard Capital Management 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
BT Funds Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management No.2 Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (RE) Limited	Level 15, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
G.U.D HOLDINGS LIMITED	245 Sunshine Road Tottenham VIC 3012  Tel: (03) 9243 3333 Fax: (03) 9243 3300

**Signature**

print name Les Vance capacity Company Secretary

sign here \_\_\_\_\_ date 9/9/2011

## **DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. 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 (e.g. 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 : 7/05/2011 to 7/09/2011  
SECURITY: GUD

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**Advance Asset Management Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
5/09/2011	HSBC Custody Nominees (Australia) Limited.	8,000	58,720.00
6/09/2011	HSBC Custody Nominees (Australia) Limited.	4,500	31,590.00
	<b>Total</b>	<b>12,500</b>	<b>90,310.00</b>
	<b>Advance Asset Management Limited Total :</b>	<b>12,500</b>	<b>90,310.00</b>

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**Asgard Capital Management Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
2/06/2011	ASGARD Capital Management Limited	2,160	19,699.20
	<b>Total</b>	<b>2,160</b>	<b>19,699.20</b>
	<b>Asgard Capital Management Limited Total :</b>	<b>2,160</b>	<b>19,699.20</b>

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**BT Funds Management Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
22/07/2011	BT Portfolio Services Limited	500	4,431.35
25/07/2011	BT Portfolio Services Limited	-4,700	-40,382.40
25/07/2011	BT Portfolio Services Limited	-4,700	-40,382.40
25/07/2011	BT Portfolio Services Limited	-4,418	-37,958.57
26/07/2011	BT Portfolio Services Limited	-39	-303.74
28/07/2011	BT Portfolio Services Limited	-1,460	-12,643.60
29/07/2011	BT Portfolio Services Limited	1,000	8,600.40
8/08/2011	BT Portfolio Services Limited	-1,710	-13,318.68
15/08/2011	BT Portfolio Services Limited	629	5,036.91
17/08/2011	BT Portfolio Services Limited	1,500	11,931.30
18/08/2011	BT Portfolio Services Limited	5,000	39,987.00
19/08/2011	BT Portfolio Services Limited	3,101	23,908.71
19/08/2011	BT Portfolio Services Limited	-3,101	-23,908.71
29/08/2011	BT Portfolio Services Limited	-1,200	-8,795.64
6/09/2011	BT Portfolio Services Limited	-3,512	-24,618.07
	<b>Total</b>	<b>-13,110</b>	<b>-108,416.14</b>
	<b>BT Funds Management Limited Total :</b>	<b>-13,110</b>	<b>-108,416.14</b>

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**BT Funds Management No.2 Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
16/05/2011	HSBC Custody Nominees (Australia) Limited.	4,331	40,321.61
17/05/2011	HSBC Custody Nominees (Australia) Limited.	901	8,433.36
18/05/2011	HSBC Custody Nominees (Australia) Limited.	2,541	23,936.22
23/05/2011	HSBC Custody Nominees (Australia) Limited.	8,068	75,113.08
8/06/2011	HSBC Custody Nominees (Australia) Limited.	3,262	29,031.80
9/06/2011	HSBC Custody Nominees (Australia) Limited.	8,066	71,706.74
5/08/2011	HSBC Custody Nominees (Australia) Limited.	541	4,306.36

8/08/2011	HSBC Custody Nominees (Australia) Limited.	5,064	40,056.24
9/08/2011	HSBC Custody Nominees (Australia) Limited.	1,929	14,409.63
	<b>Total</b>	<b>34,703</b>	<b>307,315.04</b>
	<b>BT Funds Management No.2 Limited Total :</b>	<b>34,703</b>	<b>307,315.04</b>

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**BT Investment Management (RE) Limited**


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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
16/05/2011	Australia and New Zealand Banking Group Limited	549	5,111.19
17/05/2011	Australia and New Zealand Banking Group Limited	258	2,414.88
18/05/2011	Australia and New Zealand Banking Group Limited	397	3,739.74
23/05/2011	Australia and New Zealand Banking Group Limited	409	3,807.79
8/06/2011	Australia and New Zealand Banking Group Limited	438	3,898.20
9/06/2011	Australia and New Zealand Banking Group Limited	848	7,538.72
5/08/2011	Australia and New Zealand Banking Group Limited	193	1,536.28
8/08/2011	Australia and New Zealand Banking Group Limited	440	3,480.40
9/08/2011	Australia and New Zealand Banking Group Limited	693	5,176.71
6/09/2011	Australia and New Zealand Banking Group Limited	307	2,164.35
7/09/2011	Australia and New Zealand Banking Group Limited	219	1,557.09
	<b>Total</b>	<b>4,751</b>	<b>40,425.35</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
16/05/2011	HSBC Custody Nominees (Australia) Limited.	30,477	283,740.87
17/05/2011	HSBC Custody Nominees (Australia) Limited.	15,982	149,591.52
18/05/2011	HSBC Custody Nominees (Australia) Limited.	22,914	215,849.88
20/05/2011	HSBC Custody Nominees (Australia) Limited.	2,206	20,604.04
23/05/2011	HSBC Custody Nominees (Australia) Limited.	13,725	127,779.75
8/06/2011	HSBC Custody Nominees (Australia) Limited.	23,009	204,780.10
9/06/2011	HSBC Custody Nominees (Australia) Limited.	43,484	386,572.76
5/08/2011	HSBC Custody Nominees (Australia) Limited.	10,664	84,885.44
8/08/2011	HSBC Custody Nominees (Australia) Limited.	22,042	174,352.22
9/08/2011	HSBC Custody Nominees (Australia) Limited.	34,328	256,430.16
6/09/2011	HSBC Custody Nominees (Australia) Limited.	34,930	246,256.50
7/09/2011	HSBC Custody Nominees (Australia) Limited.	30,473	216,663.03
	<b>Total</b>	<b>284,234</b>	<b>2,367,506.27</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
16/05/2011	National Australian Custodian Services	2,490	23,181.90
16/05/2011	National Australian Custodian Services	908	8,453.48
16/05/2011	National Australian Custodian Services	4,792	44,613.52
17/05/2011	National Australian Custodian Services	2,512	23,512.32
17/05/2011	National Australian Custodian Services	1,306	12,224.16
17/05/2011	National Australian Custodian Services	279	2,611.44
18/05/2011	National Australian Custodian Services	3,602	33,930.84
18/05/2011	National Australian Custodian Services	1,873	17,643.66
18/05/2011	National Australian Custodian Services	580	5,463.60
20/05/2011	National Australian Custodian Services	345	3,222.30
20/05/2011	National Australian Custodian Services	181	1,690.54
23/05/2011	National Australian Custodian Services	1,920	17,875.20
23/05/2011	National Australian Custodian Services	992	9,235.52
23/05/2011	National Australian Custodian Services	1,455	13,546.05
8/06/2011	National Australian Custodian Services	3,383	30,142.53
8/06/2011	National Australian Custodian Services	1,752	15,592.80

8/06/2011	National Australian Custodian Services	931	8,295.21
9/06/2011	National Australian Custodian Services	6,598	58,656.22
9/06/2011	National Australian Custodian Services	3,422	30,421.58
9/06/2011	National Australian Custodian Services	1,818	16,162.02
5/08/2011	National Australian Custodian Services	1,795	14,288.20
5/08/2011	National Australian Custodian Services	934	7,434.64
5/08/2011	National Australian Custodian Services	499	3,972.04
8/08/2011	National Australian Custodian Services	3,463	27,392.33
8/08/2011	National Australian Custodian Services	1,798	14,222.18
8/08/2011	National Australian Custodian Services	955	7,554.05
9/08/2011	National Australian Custodian Services	6,233	46,560.51
9/08/2011	National Australian Custodian Services	3,239	24,195.33
9/08/2011	National Australian Custodian Services	1,712	12,788.64
6/09/2011	National Australian Custodian Services	2,493	17,600.58
6/09/2011	National Australian Custodian Services	1,304	9,193.20
6/09/2011	National Australian Custodian Services	713	5,033.78
7/09/2011	National Australian Custodian Services	1,799	12,790.89
7/09/2011	National Australian Custodian Services	944	6,711.84
7/09/2011	National Australian Custodian Services	522	3,711.42
	<b>Total</b>	<b>69,542</b>	<b>589,924.52</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
16/05/2011	National Nominees Limited	1,453	13,527.43
17/05/2011	National Nominees Limited	762	7,132.32
18/05/2011	National Nominees Limited	1,093	10,296.06
20/05/2011	National Nominees Limited	105	980.70
23/05/2011	National Nominees Limited	594	5,530.14
8/06/2011	National Nominees Limited	1,007	8,972.37
9/06/2011	National Nominees Limited	1,982	17,619.98
5/08/2011	National Nominees Limited	562	4,473.52
8/08/2011	National Nominees Limited	1,050	8,305.50
9/08/2011	National Nominees Limited	1,866	13,939.02
6/09/2011	National Nominees Limited	753	5,316.18
7/09/2011	National Nominees Limited	543	3,860.73
	<b>Total</b>	<b>11,770</b>	<b>99,953.95</b>

**BT Investment Management (RE) Limited Total : 370,297 3,097,810.09**

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**Westpac Staff Superannuation Plan PTY LTD**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
17/06/2011	HSBC Custody Nominees (Australia) Limited.	693	6,153.84
	<b>Total</b>	<b>693</b>	<b>6,153.84</b>

**Westpac Staff Superannuation Plan PTY LTD  
Total : 693 6,153.84**

## ANNEXURE A – ASSOCIATED COMPANIES

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

Les Vance – Company Secretary – 9/09/2011

1925 (Commercial) Pty Limited	Australia	Qvalent Pty Limited	Australia
1925 (Industrial) Pty Limited	Australia	RAMS Financial Group Pty Limited	Australia
1925 Advances Pty Limited	Australia	Real Estate Investment Trust B RESI-Statewide Mortgage Corporation Pty Limited	Australia
A.F.G. Insurances Limited	Australia		Australia
A.G.C. (Pacific) Limited	Papua New Guinea	RMS Warehouse Trust 2007-1	Australia
Advance Asset Management Limited	Australia	Sallmoor Pty Limited	Australia
Altitude Administration Pty Limited	Australia	Sarnia Pty Limited	Australia
Altitude Rewards Pty Limited	Australia	Securitor Financial Group Limited	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2005-1G WST Trust	Australia
Ascalon Capital Managers Limited	Australia	Series 2007-1G WST Trust	Australia
Ascalon Funds Seed Pool Trust	Australia	Series 2008-1M WST Trust	Australia
Asgard Capital Management Limited	Australia	Series 2009-1 WST Trust	Australia
Asgard Wealth Solutions Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Assirt Software Pty Limited	Australia	Southern Cross Inc. St.George (Note Issuing Vehicle Only) Pty Limited	USA Australia
Athena Finance Pty Limited	Australia	St.George APL Pty Limited	Australia
Australian Infrastructure Fund International 1 Pty Limited	Australia	St.George Business Finance Pty Limited	Australia
Australian Loan Processing Security Company Pty Limited	Australia	St.George Custodial Pty Limited	Australia
Australian Loan Processing Security Trust	Australia	St.George Equity Finance Limited	Australia
Autodirect Pty Limited	Australia	St.George Finance Holdings Limited	Australia
Beech Trust	Australia	St.George Finance Limited	Australia
Belliston Pty Limited	Australia	St.George Financial Investments 1 Pty Limited	Australia
Bill Acceptance Corporation Limited	Australia	St.George Financial Services Limited	Australia
BLE Capital Investments Pty Limited	Australia	St.George Group Holdings Pty Limited	Australia
BLE Capital Limited	Australia	St.George Insurance Australia Pty Limited	Australia
BLE Capital (NZ) Limited	New Zealand	St.George Life Limited	Australia
BLE Development Pty Limited	Australia	St.George Motor Finance Limited	Australia
BLE Holdings Pty Limited	Australia	St.George New Zealand Limited	New Zealand
BT (Queensland) Pty Limited	Australia	St.George Procurement Management Pty Limited	Australia
BT Australia Corporate Services Pty Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT Australia Pty Limited	Australia	St.George Wealth Management Pty Limited	Australia
BT Finance & Investments Pty Limited	Australia	St.George WEL Pty. Limited	Australia
BT Finance Pty Limited	Australia	Sydney Capital Corp Inc	USA
BT Financial Group (NZ) Limited	New Zealand	Tasman Funding No.1 Limited	New Zealand
BT Financial Group Pty Limited	Australia	Tasman Funding No.2 Limited	New Zealand
BT Funds Management (NZ) Limited	New Zealand	Tasman LLC	USA
BT Funds Management Limited	Australia	Tasman Pacific Investments Pty Limited	Australia
BT Funds Management No.2 Limited	Australia	Tavarua Funding Trust III	Australia
BT Investment Management (RE) Limited	Australia	Tavarua Funding Trust IV	USA
BT Investment Management Limited	Australia	TBNZ Investments (UK) Limited	UK
BT Investment Management No.2 Limited	Australia	Teuton Pty Limited	Australia
BT Life Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Nominees Pty Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Portfolio Services Limited	Australia	The Warehouse Financial Services Limited	New Zealand
BT Securities Limited	Australia	TIF International 1 Pty Limited	Australia
Buchelin Pty Limited	Australia	TPC Services Australia Pty Limited	Australia
Canberra Advance Property Limited	Australia	Value Nominees Pty Limited	Australia
Castlereagh Trust	Australia		Australia



CBA Limited	Australia	W1 Investments Pty Limited	Australia
Challenge Finance Pty Limited	Australia	Waratah Receivables Corp Pty Limited	Australia
Challenge Limited	Australia	Waratah Securities Australia Limited	Australia
Chifley Services Pty Limited	Australia	Westpac (NZ) Investments Limited	New Zealand
Codrington S.a.r.l.	Luxembourg	Westpac Administration Pty Limited	Australia
Crusade ABS Series 2008-1	Australia	Westpac Altitude Rewards Trust	Australia
Crusade ABS Series 2008-2	Australia	Westpac Americas Inc.	USA
Crusade CP Management Pty Limited	Australia	Westpac Asian Lending Pty Limited	Australia
Crusade CP No.1 Pty Limited	Australia	Westpac Asset Services Pty Limited	Australia
Crusade CP Trust No. 41	Australia	Westpac Bank of Tonga	Tonga
Crusade CP Trust No. 44	Australia	Westpac Bank Samoa Limited	Samoa
Crusade CP Trust No. 48	Australia	Westpac Bank-PNG-Limited	Papua New Guinea
Crusade CP Trust No. 49	Australia	Westpac Capital Corporation	USA
Crusade CP Trust No. 50	Australia	Westpac Capital Holdings Inc.	USA
Crusade CP Trust No. 52	Australia	Westpac Capital Trust III	USA
Crusade CP Trust No. 53	Australia	Westpac Capital Trust IV	USA
Crusade CP Trust No. 54	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade CP Trust No. 55	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Trust No. 56	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 57	Australia	Westpac Custodian Nominees Limited	Australia
Crusade CP Trust No. 58	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 60	Australia	Westpac Delta LLC	USA
Crusade Euro Trust 1E of 2004	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade Euro Trust 1E of 2006	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade Euro Trust 1E of 2007	Australia	Westpac Equipment Finance Limited	Australia
Crusade Global Trust 1 of 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
Dragon Investment Services Limited	Australia	Westpac General Insurance Limited	Australia
Dysty Pty Limited	Australia	Westpac General Insurance Services Limited	Australia
Enfield Downs Pty Limited	Australia	Westpac Group Investment-NZ-Limited	New Zealand
FAI No. 2 Trust	Australia	Westpac Group Investments Australia Pty Limited	Australia
First Residential Property Trust	Australia	Westpac Holdings-NZ-Limited	New Zealand
G.C.L. Investments Pty Limited	Australia	Westpac Investment Capital Corporation Limited	USA
Gemini Trust	Australia	Westpac Investment Vehicle No.2 Pty Limited	Australia
General Credit Holdings Pty Limited	Australia	Westpac Investment Vehicle No.3 Pty Limited	Australia
General Credits Pty Limited	Australia	Westpac Investment Vehicle No.4 Pty Limited	Australia
Halcyon Securities Limited	Australia	Westpac Investment Vehicle Pty Limited	Australia
Hastings Advisers LLC	USA	Westpac Investments U.K. Limited	UK
Hastings Forestry Investments Limited	New Zealand	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac Lenders Mortgage Insurance	Australia

		Limited	
Hastings Funds Management (UK) Limited	UK	Westpac Life Insurance Services Limited	Australia
Hastings Funds Management (USA) Inc.	USA	Westpac Life-NZ-Limited	New Zealand
Hastings Funds Management Limited	Australia	Westpac Matching Gifts Limited	Australia
Hastings Group Pty Limited	Australia	Westpac New Zealand Group Limited	New Zealand
Hastings Investment Capital LP	USA	Westpac New Zealand Limited	New Zealand
Hastings Investment LLC	USA	Westpac Nominees-NZ-Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac NZ Funding Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac NZ Operations Limited	New Zealand
Hastings Private Equity Fund IIB Pty Limited	Australia	Westpac NZ Securitisation Holdings Limited	New Zealand
Hickory Trust	Australia	Westpac NZ Securitisation Limited	New Zealand
Hitton Pty Limited	Australia	Westpac Overseas Holdings No. 2 Pty Limited	Australia
HLT Custodian Trust	New Zealand	Westpac Overseas Holdings Pty Limited	Australia
Infrastructure Australia (No.1) Limited	Australia	Westpac Pacific Limited Partnership	Australia
Infrastructure Australia (No.3) Limited	Australia	Westpac Private Equity Pty Limited	Australia
Infrastructure Australia (No.4) Limited	Australia	Westpac Properties Limited	Australia
Magnitude Group Pty Limited	Australia	Westpac RE Limited	Australia
Mayfair Australia Investments Limited	Australia	Westpac Residential Property Trust	Australia
MIF Custodian Trust	New Zealand	Westpac Residential Real Estate Investment Trust I	Australia
Mortgage Management Limited	Australia	Westpac Residential Real Estate Investment Trust II	Australia
Nationwide Management Pty Limited	Australia	Westpac Securities Administration Limited	Australia
Net Nominees Limited	Australia	Westpac Securities Inc.	USA
Number 120 Limited1	New Zealand	Westpac Securities Limited	Australia
Oakjet Pty Limited	Australia	Westpac Securities NZ Limited	New Zealand
Oniston Pty Limited	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Orion Trust	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
Pact Accountants Investment Group Pty Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Partnership Pacific Limited	Australia	Westpac Term PIE Fund	New Zealand
Partnership Pacific Securities Limited	Australia	Westpac TPS Trust	Australia
Pashley Investments Pty Limited	Australia	Westpac Unit Trust	Australia
PF No. 2	New Zealand	Westpac USA Inc.	USA
Phoenix Trust	Australia	WFAL No.1 Loan Trust	Hong Kong

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

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