

26 September 2012

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

Dear Sir/Madam,

Notice of Ceasing to be a Substantial Holder

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Ceasing to be a Substantial Holder (Form 605) in respect of GUD Holdings Limited.

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

Yours faithfully,

Chris Millard
Company Secretary

Form 605

Corporations Law
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme GUD HOLDINGS LIMITED

ACN/ARSN ABN 99 004 400 891

1. Details of substantial holder(1)

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

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

The holder ceased to be a
substantial holder on 24/09/2012

The previous notice was given to the company on 09/09/2011

The previous notice was dated 7/09/2011

2. Changes in relevant interests

Particulars of each change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
24/09/2012	WBC & its Associates Westpac Financial Services Group Limited (WFSG), Asgard Capital Management Limited, BT Funds Management Limited, Advance Asset Management Limited, BT Funds Management No.2 Limited, BT Investment Management (RE) Limited	See Schedule	See Schedule	See Schedule	See Schedule

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to the voting interests of the company or scheme are as follows:

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

4. 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 (WFSGL)	Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000
Asgard Capital Management 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
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 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
GUD HOLDINGS	GUD Holdings Limited (GUD) 29 Taras Avenue ALTONA NORTH VIC 3025 Tel: +61 03 9243 3311 Fax: +61 03 9243 3300

Signature

print name Chris Millard capacity Company Secretary

sign here _____ date 26/9/2012

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Law.
- (3) See the definition of “associate” in section 9 of the Corporations Law.
- (4) 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 a statement by the person giving full 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, the voting powers or disposal of the securities 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.
- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

SCHEDULE 2

Sales & Purchases for the period : 8/09/2011 to 24/09/2012
SECURITY: GUD

Advance Asset Management Limited

Date	Registered Company	Quantity	Value
14/09/2011	HSBC Custody Nominees (Australia) Limited.	7,657	54,670.98
30/09/2011	HSBC Custody Nominees (Australia) Limited.	16,177	115,342.01
28/10/2011	HSBC Custody Nominees (Australia) Limited.	327	2,557.14
16/01/2012	HSBC Custody Nominees (Australia) Limited.	1,331	9,796.16
22/02/2012	HSBC Custody Nominees (Australia) Limited.	67	493.12
6/03/2012	HSBC Custody Nominees (Australia) Limited.	7,339	52,914.19
11/04/2012	HSBC Custody Nominees (Australia) Limited.	12,000	99,960.00
12/04/2012	HSBC Custody Nominees (Australia) Limited.	2,600	21,580.00
17/04/2012	HSBC Custody Nominees (Australia) Limited.	4,496	37,451.68
26/04/2012	HSBC Custody Nominees (Australia) Limited.	4,500	38,160.00
26/04/2012	HSBC Custody Nominees (Australia) Limited.	94	795.24
27/04/2012	HSBC Custody Nominees (Australia) Limited.	10,000	84,700.00
27/04/2012	HSBC Custody Nominees (Australia) Limited.	59	498.55
30/04/2012	HSBC Custody Nominees (Australia) Limited.	97	821.59
16/05/2012	HSBC Custody Nominees (Australia) Limited.	8,000	66,640.00
12/07/2012	HSBC Custody Nominees (Australia) Limited.	-8,000	-70,640.00
16/08/2012	HSBC Custody Nominees (Australia) Limited.	-10,000	-84,700.00
17/08/2012	HSBC Custody Nominees (Australia) Limited.	-5,000	-42,350.00
20/08/2012	HSBC Custody Nominees (Australia) Limited.	-4,000	-34,120.00
21/08/2012	HSBC Custody Nominees (Australia) Limited.	-3,000	-25,440.00
22/08/2012	HSBC Custody Nominees (Australia) Limited.	-1,000	-8,480.00
22/08/2012	HSBC Custody Nominees (Australia) Limited.	-1,000	-8,480.00
23/08/2012	HSBC Custody Nominees (Australia) Limited.	-2,000	-17,060.00
24/08/2012	HSBC Custody Nominees (Australia) Limited.	-2,000	-17,060.00
27/08/2012	HSBC Custody Nominees (Australia) Limited.	-3,000	-25,710.00
28/08/2012	HSBC Custody Nominees (Australia) Limited.	-2,000	-17,140.00
29/08/2012	HSBC Custody Nominees (Australia) Limited.	-5,614	-48,448.82
31/08/2012	HSBC Custody Nominees (Australia) Limited.	-2,188	-18,532.36
31/08/2012	HSBC Custody Nominees (Australia) Limited.	-812	-6,877.64
4/09/2012	HSBC Custody Nominees (Australia) Limited.	-2,000	-17,260.00
5/09/2012	HSBC Custody Nominees (Australia) Limited.	-3,000	-25,680.00
6/09/2012	HSBC Custody Nominees (Australia) Limited.	-2,000	-17,500.00
7/09/2012	HSBC Custody Nominees (Australia) Limited.	-3,000	-26,280.00
11/09/2012	HSBC Custody Nominees (Australia) Limited.	-1,188	-10,383.12
11/09/2012	HSBC Custody Nominees (Australia) Limited.	-812	-7,096.88
20/09/2012	HSBC Custody Nominees (Australia) Limited.	-2,812	-24,014.48
20/09/2012	HSBC Custody Nominees (Australia) Limited.	-188	-1,605.52
	Total	10,130	31,521.84
Advance Asset Management Limited Total :		10,130	31,521.84

BT Funds Management Limited

Date	Registered Company	Quantity	Value
12/09/2011	BT Portfolio Services Limited	-3,101	-22,228.90
19/09/2011	BT Portfolio Services Limited	330	2,526.71
23/09/2011	BT Portfolio Services Limited	1,450	10,171.90
23/09/2011	BT Portfolio Services Limited	1,000	7,077.00
27/09/2011	BT Portfolio Services Limited	1,320	9,421.50

30/09/2011	BT Portfolio Services Limited	3,050	21,874.30
30/09/2011	BT Portfolio Services Limited	-570	-4,028.08
4/10/2011	BT Portfolio Services Limited	500	3,461.35
4/10/2011	BT Portfolio Services Limited	1,000	6,980.00
4/10/2011	BT Portfolio Services Limited	-1,000	-6,980.00
6/10/2011	BT Portfolio Services Limited	1,426	10,566.66
6/10/2011	BT Portfolio Services Limited	1,178	8,728.98
6/10/2011	BT Portfolio Services Limited	-1,426	-10,566.66
6/10/2011	BT Portfolio Services Limited	-1,178	-8,728.98
14/10/2011	BT Portfolio Services Limited	2,199	16,833.56
20/10/2011	BT Portfolio Services Limited	-1,300	-9,817.60
31/10/2011	BT Portfolio Services Limited	1,632	12,798.63
10/11/2011	BT Portfolio Services Limited	-760	-5,906.87
11/11/2011	BT Portfolio Services Limited	875	6,945.49
11/11/2011	BT Portfolio Services Limited	-875	-6,797.44
16/11/2011	BT Portfolio Services Limited	-3,920	-30,657.14
17/11/2011	BT Portfolio Services Limited	-19	-112.05
26/11/2011	BT Portfolio Services Limited	5,142	38,102.22
26/11/2011	BT Portfolio Services Limited	-2,700	-20,007.00
26/11/2011	BT Portfolio Services Limited	-2,442	-18,095.22
30/11/2011	BT Portfolio Services Limited	1,450	10,585.00
30/11/2011	BT Portfolio Services Limited	-1,450	-10,585.00
12/12/2011	BT Portfolio Services Limited	-2,000	-14,643.60
12/12/2011	BT Portfolio Services Limited	-2,000	-14,643.60
19/12/2011	BT Portfolio Services Limited	840	6,016.92
19/12/2011	BT Portfolio Services Limited	-970	-6,831.23
19/12/2011	BT Portfolio Services Limited	-550	-3,874.15
19/12/2011	BT Portfolio Services Limited	-1,600	-11,275.68
21/12/2011	BT Portfolio Services Limited	-1,600	-11,499.68
23/12/2011	BT Portfolio Services Limited	1,635	11,657.55
23/12/2011	BT Portfolio Services Limited	-1,635	-11,657.55
29/12/2011	BT Portfolio Services Limited	1,852	13,223.28
29/12/2011	BT Portfolio Services Limited	-1,852	-13,223.28
5/01/2012	BT Portfolio Services Limited	-1,635	-11,964.60
12/01/2012	BT Portfolio Services Limited	1,000	7,310.00
12/01/2012	BT Portfolio Services Limited	-1,000	-7,310.00
23/01/2012	BT Portfolio Services Limited	235	1,784.73
24/01/2012	BT Portfolio Services Limited	1,100	8,244.17
25/01/2012	BT Portfolio Services Limited	6,000	44,982.00
1/03/2012	BT Portfolio Services Limited	260	1,918.80
2/03/2012	BT Portfolio Services Limited	1,600	11,972.32
2/03/2012	BT Portfolio Services Limited	2,000	15,187.60
9/03/2012	BT Portfolio Services Limited	-2,000	-15,220.00
12/03/2012	BT Portfolio Services Limited	2,970	22,451.72
12/03/2012	BT Portfolio Services Limited	870	6,490.20
12/03/2012	BT Portfolio Services Limited	-700	-5,262.67
12/03/2012	BT Portfolio Services Limited	-870	-6,490.20
16/03/2012	BT Portfolio Services Limited	1,422	10,985.80
19/03/2012	BT Portfolio Services Limited	1,228	9,516.39
29/03/2012	BT Portfolio Services Limited	-330	-2,584.99
3/04/2012	BT Portfolio Services Limited	1,000	8,306.30
10/04/2012	BT Portfolio Services Limited	4,800	40,068.96
10/04/2012	BT Portfolio Services Limited	1,701	14,205.73
10/04/2012	BT Portfolio Services Limited	-5,000	-41,700.00
23/04/2012	BT Portfolio Services Limited	5,932	49,993.71
24/04/2012	BT Portfolio Services Limited	-260	-2,184.00
1/05/2012	BT Portfolio Services Limited	-1,002	-8,610.89

3/05/2012	BT Portfolio Services Limited	-1,100	-9,353.52
8/05/2012	BT Portfolio Services Limited	1,246	10,518.48
11/05/2012	BT Portfolio Services Limited	1,041	8,749.50
7/06/2012	BT Portfolio Services Limited	5,932	49,235.60
7/06/2012	BT Portfolio Services Limited	-5,932	-49,235.60
18/06/2012	BT Portfolio Services Limited	-340	-2,826.45
19/06/2012	BT Portfolio Services Limited	2,380	20,015.80
20/06/2012	BT Portfolio Services Limited	2,370	20,062.76
25/06/2012	BT Portfolio Services Limited	1,000	8,326.30
25/06/2012	BT Portfolio Services Limited	1,300	10,719.15
4/07/2012	BT Portfolio Services Limited	1,750	15,295.00
26/07/2012	BT Portfolio Services Limited	1,000	9,086.30
27/07/2012	BT Portfolio Services Limited	2,000	17,370.20
27/07/2012	BT Portfolio Services Limited	1,175	9,997.02
30/07/2012	BT Portfolio Services Limited	1,735	14,922.56
3/08/2012	BT Portfolio Services Limited	1,000	8,426.30
6/08/2012	BT Portfolio Services Limited	1,350	11,299.50
6/08/2012	BT Portfolio Services Limited	-1,350	-11,299.50
7/08/2012	BT Portfolio Services Limited	1,405	11,992.94
13/08/2012	BT Portfolio Services Limited	-2,000	-17,339.80
14/08/2012	BT Portfolio Services Limited	1,612	13,593.19
29/08/2012	BT Portfolio Services Limited	900	7,731.00
29/08/2012	BT Portfolio Services Limited	-900	-7,731.00
7/09/2012	BT Portfolio Services Limited	-2,150	-18,819.17
Total		28,676	237,638.99

Date	Registered Company	Quantity	Value
16/09/2011	HSBC Custody Nominees (Australia) Limited.	-58	-431.52
Total		-58	-431.52

BT Funds Management Limited Total : 28,618 237,207.47

BT Funds Management No.2 Limited

Date	Registered Company	Quantity	Value
9/09/2011	HSBC Custody Nominees (Australia) Limited.	16,905	123,406.50
12/09/2011	HSBC Custody Nominees (Australia) Limited.	12,510	90,572.40
14/09/2011	HSBC Custody Nominees (Australia) Limited.	1,696	12,312.96
14/09/2011	HSBC Custody Nominees (Australia) Limited.	21,613	154,316.82
			-
3/01/2012	HSBC Custody Nominees (Australia) Limited.	-20,000	142,400.00
6/03/2012	HSBC Custody Nominees (Australia) Limited.	19,709	142,101.89
			-
23/07/2012	HSBC Custody Nominees (Australia) Limited.	-15,675	140,761.50
24/07/2012	HSBC Custody Nominees (Australia) Limited.	-5,018	-44,108.22
24/07/2012	HSBC Custody Nominees (Australia) Limited.	-659	-5,792.61
26/07/2012	HSBC Custody Nominees (Australia) Limited.	-8,788	-78,564.72
			-
27/07/2012	HSBC Custody Nominees (Australia) Limited.	-14,135	122,126.40
30/07/2012	HSBC Custody Nominees (Australia) Limited.	-4,580	-39,937.60
			-
31/07/2012	HSBC Custody Nominees (Australia) Limited.	-21,624	181,209.12
21/09/2012	HSBC Custody Nominees (Australia) Limited.	-6,566	-55,417.04
21/09/2012	HSBC Custody Nominees (Australia) Limited.	-6,987	-59,319.63
21/09/2012	HSBC Custody Nominees (Australia) Limited.	-3,554	-29,995.76
24/09/2012	HSBC Custody Nominees (Australia) Limited.	-6,676	-55,677.84
			-
Total		-41,829	432,599.87

BT Funds Management No.2 Limited Total :

-41,829 432,599.87

BT Investment Management (RE) Limited

Date	Registered Company	Quantity	Value
8/09/2011	Australia and New Zealand Banking Group Limited	77	557.48
9/09/2011	Australia and New Zealand Banking Group Limited	1,498	10,935.40
12/09/2011	Australia and New Zealand Banking Group Limited	1,108	8,021.92
14/09/2011	Australia and New Zealand Banking Group Limited	152	1,103.52
14/09/2011	Australia and New Zealand Banking Group Limited	1,886	13,466.04
3/01/2012	Australia and New Zealand Banking Group Limited	471	3,353.52
20/02/2012	Australia and New Zealand Banking Group Limited	2,724	19,939.68
6/03/2012	Australia and New Zealand Banking Group Limited	1,839	13,259.19
19/04/2012	Australia and New Zealand Banking Group Limited	-1,445	-12,181.35
19/04/2012	Australia and New Zealand Banking Group Limited	-1,135	-9,568.05
1/05/2012	Australia and New Zealand Banking Group Limited	-1,324	-11,293.72
23/07/2012	Australia and New Zealand Banking Group Limited	-271	-2,433.58
24/07/2012	Australia and New Zealand Banking Group Limited	-530	-4,658.70
26/07/2012	Australia and New Zealand Banking Group Limited	-711	-6,356.34
27/07/2012	Australia and New Zealand Banking Group Limited	-213	-1,840.32
27/07/2012	Australia and New Zealand Banking Group Limited	-999	-8,631.36
30/07/2012	Australia and New Zealand Banking Group Limited	-414	-3,610.08
30/07/2012	Australia and New Zealand Banking Group Limited	-128	-1,116.16
31/07/2012	Australia and New Zealand Banking Group Limited	-343	-2,874.34
31/07/2012	Australia and New Zealand Banking Group Limited	-768	-6,435.84
31/07/2012	Australia and New Zealand Banking Group Limited	-715	-5,991.70
21/09/2012	Australia and New Zealand Banking Group Limited	-153	-1,291.32
21/09/2012	Australia and New Zealand Banking Group Limited	-158	-1,341.42
21/09/2012	Australia and New Zealand Banking Group Limited	-349	-2,945.56
21/09/2012	Australia and New Zealand Banking Group Limited	-189	-1,604.61
24/09/2012	Australia and New Zealand Banking Group Limited	-519	-4,328.46
	Total	-609	-17,866.16

Date	Registered Company	Quantity	Value
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8/09/2011	HSBC Custody Nominees (Australia) Limited.	23,311	168,771.64
9/09/2011	HSBC Custody Nominees (Australia) Limited.	39,041	284,999.30
12/09/2011	HSBC Custody Nominees (Australia) Limited.	19,347	140,072.28
13/09/2011	HSBC Custody Nominees (Australia) Limited.	18,751	136,132.26
14/09/2011	HSBC Custody Nominees (Australia) Limited.	94,278	673,144.92
14/09/2011	HSBC Custody Nominees (Australia) Limited.	43,992	319,381.92
3/01/2012	HSBC Custody Nominees (Australia) Limited.	10,637	75,735.44
2/02/2012	HSBC Custody Nominees (Australia) Limited.	3,411	25,821.27
3/02/2012	HSBC Custody Nominees (Australia) Limited.	5,189	40,059.08
8/02/2012	HSBC Custody Nominees (Australia) Limited.	5,204	40,539.16
9/02/2012	HSBC Custody Nominees (Australia) Limited.	9,483	74,441.55
10/02/2012	HSBC Custody Nominees (Australia) Limited.	1,186	9,333.82
			-
20/02/2012	HSBC Custody Nominees (Australia) Limited.	-50,000	366,000.00
29/02/2012	HSBC Custody Nominees (Australia) Limited.	7,881	58,398.21
1/03/2012	HSBC Custody Nominees (Australia) Limited.	8,384	62,209.28
2/03/2012	HSBC Custody Nominees (Australia) Limited.	7,131	53,339.88
5/03/2012	HSBC Custody Nominees (Australia) Limited.	6,375	48,322.50
6/03/2012	HSBC Custody Nominees (Australia) Limited.	5,746	43,554.68
6/03/2012	HSBC Custody Nominees (Australia) Limited.	1,018	7,339.78
6/03/2012	HSBC Custody Nominees (Australia) Limited.	93,131	671,474.51
23/07/2012	HSBC Custody Nominees (Australia) Limited.	-5,344	-47,989.12
			-
23/07/2012	HSBC Custody Nominees (Australia) Limited.	-11,748	105,497.04
			-
24/07/2012	HSBC Custody Nominees (Australia) Limited.	-26,906	236,503.74
			-
26/07/2012	HSBC Custody Nominees (Australia) Limited.	-37,937	339,156.78
			-
27/07/2012	HSBC Custody Nominees (Australia) Limited.	-63,344	547,292.16
			-
30/07/2012	HSBC Custody Nominees (Australia) Limited.	-25,582	223,075.04
			-
31/07/2012	HSBC Custody Nominees (Australia) Limited.	-85,425	715,861.50
31/07/2012	HSBC Custody Nominees (Australia) Limited.	-8,879	-74,406.02
			-
21/09/2012	HSBC Custody Nominees (Australia) Limited.	-25,016	211,135.04
			-
21/09/2012	HSBC Custody Nominees (Australia) Limited.	-15,663	132,195.72
			-
21/09/2012	HSBC Custody Nominees (Australia) Limited.	-28,089	238,475.61
			-
24/09/2012	HSBC Custody Nominees (Australia) Limited.	-30,002	250,216.68
			-
	Total	-10,439	554,732.97

Date	Registered Company	Quantity	Value
3/02/2012	JP Morgan Chase Bank	4,598	35,266.66
7/02/2012	JP Morgan Chase Bank	7,087	55,136.86
8/02/2012	JP Morgan Chase Bank	5,453	42,478.87
9/02/2012	JP Morgan Chase Bank	9,937	78,005.45
10/02/2012	JP Morgan Chase Bank	1,242	9,774.54
29/02/2012	JP Morgan Chase Bank	9,254	68,572.14
1/03/2012	JP Morgan Chase Bank	9,845	73,049.90
2/03/2012	JP Morgan Chase Bank	8,373	62,630.04
5/03/2012	JP Morgan Chase Bank	7,486	56,743.88
6/03/2012	JP Morgan Chase Bank	6,748	51,149.84
6/03/2012	JP Morgan Chase Bank	1,178	8,493.38
24/07/2012	JP Morgan Chase Bank	-4,512	-39,660.48

Total**66,689 501,641.08**

Date	Registered Company	Quantity	Value
8/09/2011	National Australian Custodian Services	682	4,937.68
8/09/2011	National Australian Custodian Services	364	2,635.36
8/09/2011	National Australian Custodian Services	214	1,549.36
9/09/2011	National Australian Custodian Services	11,637	84,950.10
9/09/2011	National Australian Custodian Services	6,025	43,982.50
9/09/2011	National Australian Custodian Services	3,146	22,965.80
12/09/2011	National Australian Custodian Services	8,570	62,046.80
12/09/2011	National Australian Custodian Services	4,433	32,094.92
12/09/2011	National Australian Custodian Services	2,300	16,652.00
14/09/2011	National Australian Custodian Services	1,337	9,706.62
14/09/2011	National Australian Custodian Services	14,839	105,950.46
14/09/2011	National Australian Custodian Services	7,707	55,027.98
14/09/2011	National Australian Custodian Services	713	5,176.38
14/09/2011	National Australian Custodian Services	434	3,150.84
14/09/2011	National Australian Custodian Services	4,092	29,216.88
3/01/2012	National Australian Custodian Services	4,233	30,138.96
3/01/2012	National Australian Custodian Services	2,198	15,649.76
3/01/2012	National Australian Custodian Services	1,175	8,366.00
20/02/2012	National Australian Custodian Services	22,520	164,846.40
20/02/2012	National Australian Custodian Services	11,700	85,644.00
20/02/2012	National Australian Custodian Services	6,231	45,610.92
6/03/2012	National Australian Custodian Services	14,494	104,501.74
6/03/2012	National Australian Custodian Services	7,528	54,276.88
6/03/2012	National Australian Custodian Services	3,998	28,825.58
23/07/2012	National Australian Custodian Services	-4,040	-36,279.20
23/07/2012	National Australian Custodian Services	-10,278	-92,296.44
23/07/2012	National Australian Custodian Services	-5,339	-47,944.22
23/07/2012	National Australian Custodian Services	-2,107	-18,920.86
23/07/2012	National Australian Custodian Services	-1,947	-17,484.06
23/07/2012	National Australian Custodian Services	-2,050	-18,409.00
24/07/2012	National Australian Custodian Services	-4,407	-38,737.53
24/07/2012	National Australian Custodian Services	-2,289	-20,120.31
24/07/2012	National Australian Custodian Services	-1,215	-10,679.85
26/07/2012	National Australian Custodian Services	-5,914	-52,812.02
26/07/2012	National Australian Custodian Services	-3,071	-27,454.74
26/07/2012	National Australian Custodian Services	-1,682	-15,020.26
27/07/2012	National Australian Custodian Services	-10,083	-87,117.12
27/07/2012	National Australian Custodian Services	-5,236	-45,239.04
27/07/2012	National Australian Custodian Services	-2,831	-24,459.84
30/07/2012	National Australian Custodian Services	-4,507	-39,255.97
30/07/2012	National Australian Custodian Services	-2,342	-20,422.24
30/07/2012	National Australian Custodian Services	-748	-6,515.08
30/07/2012	National Australian Custodian Services	-441	-3,841.11
31/07/2012	National Australian Custodian Services	-3,600	-30,168.00
31/07/2012	National Australian Custodian Services	-11,740	-98,381.20
31/07/2012	National Australian Custodian Services	-6,092	-51,050.96
31/07/2012	National Australian Custodian Services	-1,871	-15,678.98
31/07/2012	National Australian Custodian Services	-2,038	-17,078.44
31/07/2012	National Australian Custodian Services	-1,287	-10,785.06
31/07/2012	National Australian Custodian Services	-924	-7,743.12
21/09/2012	National Australian Custodian Services	-2,532	-21,496.68
21/09/2012	National Australian Custodian Services	-3,668	-30,957.92
21/09/2012	National Australian Custodian Services	-1,903	-16,061.32
21/09/2012	National Australian Custodian Services	-1,314	-11,155.86

21/09/2012	National Australian Custodian Services	-654	-5,552.46
21/09/2012	National Australian Custodian Services	-1,010	-8,524.40
21/09/2012	National Australian Custodian Services	-44	-373.56
24/09/2012	National Australian Custodian Services	-3,796	-31,658.64
24/09/2012	National Australian Custodian Services	-400	-3,336.00
24/09/2012	National Australian Custodian Services	-210	-1,751.40
24/09/2012	National Australian Custodian Services	-1,969	-16,421.46
24/09/2012	National Australian Custodian Services	-87	-725.58
24/09/2012	National Australian Custodian Services	-1,069	-8,915.46
	Total	23,835	7,078.53

Date	Registered Company	Quantity	Value
8/09/2011	National Nominees Limited	204	1,476.96
9/09/2011	National Nominees Limited	3,547	25,893.10
12/09/2011	National Nominees Limited	2,618	18,954.32
14/09/2011	National Nominees Limited	4,497	32,108.58
14/09/2011	National Nominees Limited	388	2,816.88
3/01/2012	National Nominees Limited	1,286	9,156.32
20/02/2012	National Nominees Limited	6,825	49,959.00
6/03/2012	National Nominees Limited	4,393	31,673.53
23/07/2012	National Nominees Limited	-3,116	-27,981.68
23/07/2012	National Nominees Limited	-1,202	-10,793.96
24/07/2012	National Nominees Limited	-1,337	-11,752.23
26/07/2012	National Nominees Limited	-1,897	-16,940.21
27/07/2012	National Nominees Limited	-3,159	-27,293.76
30/07/2012	National Nominees Limited	-1,258	-10,957.18
31/07/2012	National Nominees Limited	-1,209	-10,131.42
31/07/2012	National Nominees Limited	-3,485	-29,204.30
21/09/2012	National Nominees Limited	-1,117	-9,427.48
21/09/2012	National Nominees Limited	-01	-8.44
21/09/2012	National Nominees Limited	-772	-6,554.28
24/09/2012	National Nominees Limited	-1,272	-10,608.48
	Total	3,933	385.27

BT Investment Management (RE) Limited Total		
:	83,409	-63,494.25

ANNEXURE A – ASSOCIATED COMPANIES

This is annexure 'A' (being 3 pages) referred to in Form 605, Notice of ceasing to be a substantial holder, lodged for Westpac and its associated entities

Tim Hartin – Company Secretary WBC – 24/09/2012

Westpac Banking Corporation	Australia	Phoenix Trust	Australia
1925 (Commercial) Pty Limited	Australia	Qvalent Pty Limited	Australia
1925 (Industrial) Pty Limited	Australia	RAMS Financial Group Pty Limited	Australia
1925 Advances Pty Limited	Australia	RMS Warehouse Trust 2007-1	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Sallmoor Pty Limited	Australia
Advance Asset Management Limited	Australia	Securitor Financial Group Limited	Australia
Altitude Administration Pty Limited	Australia	Series 2005-1G WST Trust	Australia
Altitude Rewards Pty Limited	Australia	Series 2007-1G WST Trust	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2008-1M WST Trust	Australia
Ascalon Capital Managers Limited	Australia	Series 2009-1 WST Trust	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	Series 2011-1 WST Trust	Australia
Ascalon Funds Seed Pool Trust	Australia	Series 2011-2 WST Trust	Australia
Seed Pool Trust No. 2	Australia	Series 2011-3 WST Trust	Australia
Asgard Capital Management Limited	Australia	Series 2012-1 WST Trust	Australia
Asgard Wealth Solutions Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Athena Finance Pty Limited	Australia	Southern Cross Inc.	USA
Australian Infrastructure Fund International 1 Pty Limited	Australia	St.George Business Finance Pty Limited	Australia
Australian Loan Processing Security Company Pty Limited	Australia	St.George Custodial Pty Limited	Australia
Australian Loan Processing Security Trust	Australia	St.George Equity Finance Limited	Australia
Belliston Pty Limited	Australia	St.George Finance Holdings Limited	Australia
Bill Acceptance Corporation Limited	Australia	St.George Finance Limited	Australia
BLE Capital Investments Pty Limited	Australia	St.George Group Holdings Pty Limited	Australia
BLE Capital Limited	Australia	St.George Insurance Australia Pty Limited	Australia
BLE Development Pty Limited	Australia	St.George Life Limited	Australia
BLE Holdings Pty Limited	Australia	St.George Motor Finance Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George New Zealand Limited	New Zealand
BT Australia Pty Limited	Australia	St.George Procurement Management Pty Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	St.George Security Holdings Pty Limited	Australia
BT Financial Group Pty Limited	Australia	Sydney Capital Corp Inc	USA
BT Funds Management (NZ) Limited	New Zealand	Tasman LLC	USA
BT Funds Management Limited	Australia	Tavarua Funding Trust III	USA
BT Funds Management No.2 Limited	Australia	Tavarua Funding Trust IV	USA
BTIM UK Limited	UK	Teuton Pty Limited	Australia
BT Investment Management (RE) Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Investment Management Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Private Nominees Pty Limited	Australia	The Warehouse Financial Services Limited	New Zealand
BT Life Limited	Australia	TIF International 1 Pty Limited	Australia
BT Short Term Income Fund	Australia	Value Nominees Pty Limited	Australia
BT Long Term Income Fund	Australia	W1 Investments Pty Limited	Australia
BT Portfolio Services Limited	Australia	Waratah Receivables Corp Pty Limited	Australia
BT Securities Limited	Australia	Waratah Securities Australia Limited	Australia
Castlereagh Trust	Australia	Westpac (NZ) Investments Limited	New Zealand

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

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

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

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