

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**

To Company Name/Scheme

WESTPAC TPS TRUST

ARSN

119 504 380

1. Details of substantial holder

Name The Goldman Sachs Group, Inc. ("GSGI") on behalf of itself and its subsidiaries ("Goldman Sachs Group") including its significant subsidiaries listed in Annexure A ("Significant Subsidiaries") and Goldman Sachs Holdings ANZ Pty Limited and its subsidiaries ("Goldman Sachs Australia Group").

ACN/ARSN (if applicable)

Not applicable

There was a change in the interests of the substantial holder on 3 April 2013
 The previous notice was given to the company on 23 October 2012
 The previous notice was dated 23 October 2012

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 had a relevant interest in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities	Previous Notice		Present Notice	
	Person's votes	Voting Power	Person's votes	Voting Power
Convertible Preferred Shares	548,280	7.19%	450,395	5.90%

3. Change 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	Holder of Relevant Interest	Nature of Change	Consideration (AUD)	Class and Number of Securities		Person's votes affected
10/24/2012	Goldman Sachs Asset Management Australia Pty Ltd ("GSAMA")	Sell	3,378,276	38,000	Convertible Preferred Shares	38,000
10/24/2012	Goldman Sachs Australia Managed Funds Limited ("GSAMF")	Sell	1,955,844	22,000	Convertible Preferred Shares	22,000
10/25/2012	Goldman Sachs Asset Management International ("GSAMI")	Buy	1,109,422	12,439	Convertible Preferred Shares	12,439
10/25/2012	GSAMI	Buy	4,459,450	50,000	Convertible Preferred Shares	50,000
12/10/2012	GSAMF	Sell	96,441	1,054	Convertible Preferred Shares	1,054
12/11/2012	GSAMF	Sell	79,701	872	Convertible Preferred Shares	872

12/17/2012	GSAMF	Sell	94,961	1,051	Convertible Preferred Shares	1,051
12/18/2012	GSAMF	Sell	450,555	5,000	Convertible Preferred Shares	5,000
3/5/2013	GSAMI	Sell	514,261	5,583	Convertible Preferred Shares	5,583
3/6/2013	GSAMI	Sell	920,370	10,000	Convertible Preferred Shares	10,000
3/7/2013	GSAMI	Sell	911,090	10,000	Convertible Preferred Shares	10,000
3/13/2013	GSAMI	Sell	909,090	10,000	Convertible Preferred Shares	10,000
3/14/2013	GSAMI	Sell	296,727	3,264	Convertible Preferred Shares	3,264
3/27/2013	GSAMI	Sell	912,850	10,000	Convertible Preferred Shares	10,000
3/27/2013	GSAMI	Sell	912,850	10,000	Convertible Preferred Shares	10,000
3/28/2013	GSAMF	Sell	319,232	3,500	Convertible Preferred Shares	3,500
4/3/2013	GSAMI	Sell	1,828,160	20,000	Convertible Preferred Shares	20,000
4/3/2013	GSAMI	Sell	914,080	10,000	Convertible Preferred Shares	10,000

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	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
GSGL	See below	N/A	GSGL has a relevant interest in these convertible preferred shares by virtue of section 608(3) of the Corporations Act 2001	450,395 Convertible Preferred Shares	450,395
GSAMI	Bank of New York Mellon	Various clients	GSAMI has a relevant interest in 271,952 convertible preferred shares in its capacity as investment manager for a range of client portfolios.	271,952 Convertible Preferred Shares	271,952
GSAMA	Citicorp Nominees Pty Ltd	Various clients	GSAMA has a relevant interest in 75,653 convertible preferred shares in its capacity as investment manager for a range of client portfolios.	75,653 Convertible Preferred Shares	75,653
GSAMF	RBC Dexia Investor Services Australia Pty Limited	GSAMF as the responsible entity for the range of Goldman Sachs Australia Managed Funds	GSAMF has a relevant interest in 102,790 convertible preferred shares in its capacity as responsible entity for the range of Goldman Sachs Australia Managed Funds.	102,790 Convertible Preferred Shares	102,790
GSAMA	RBC Dexia Investor Services Australia Pty Limited	GSAMF as the responsible entity for the range of Goldman Sachs Australia Managed Funds	GSAMA has a relevant interest in 102,790 convertible preferred shares in its capacity as investment manager for the range of Goldman Sachs Australia Managed Funds.	102,790 Convertible Preferred Shares	102,790

5. Change in association

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

Name and ACN (if applicable)	Nature of association
N/A	N/A

6. Addresses

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

Name	Address
GSGI	Corporation Trust Center, 1209 Orange Street, Wilmington DE 19801, U.S.A.
GSAMI	Peterborough Court 133 Fleet Street London EC4A 2BB GBR
Bank of New York Mellon	One Wall Street, New York, NY 10286
RBC Dexia Investor Services Australia Pty Limited	2 Park Street, Level 17, Sydney, NSW, Australia 2000
Citicorp Nominees Pty Ltd	Lvl 25/ 2 Chifley Sq Sydney 2000
Goldman Sachs Australia Group	All care of Level 17, 101 Collins Street, Melbourne VIC 3000

Signature

Print name	Michael Corwin (signing under power of attorney in accordance with section 52 of the Corporations Act)	Capacity	Authorised Person
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Date	5 April 2013
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Annexure A

Significant Subsidiaries of The Goldman Sachs Group, Inc.

The following are significant subsidiaries of The Goldman Sachs Group, Inc. as of December 31, 2011 and the states or jurisdictions in which they are organized. Indentation indicates the principal parent of each subsidiary. The Goldman Sachs Group, Inc. owns, directly or indirectly, at least 99% of the voting securities of substantially all of the subsidiaries included below. The names of particular subsidiaries have been omitted because, considered in the aggregate as a single subsidiary, they would not constitute, as of the end of the year covered by this report, a “significant subsidiary” as that term is defined in Rule 1-02(w) of Regulation S-X under the Securities Exchange Act of 1934.

Name	State or Jurisdiction of Organization of Entity
The Goldman Sachs Group, Inc.	Delaware
Goldman, Sachs & Co.	New York
Goldman Sachs (UK) L.L.C.	Delaware
Goldman Sachs Group Holdings (U.K.)	United Kingdom
Goldman Sachs International Bank	United Kingdom
Goldman Sachs Holdings (U.K.)	United Kingdom
Goldman Sachs International	United Kingdom
Goldman Sachs Asset Management International	United Kingdom
Shire UK Limited	United Kingdom
KPL Finance Limited	Cayman Islands
GS Financial Services L.P. (Del)	Delaware
JLQ LLC	Cayman Islands
Jupiter Investment Co., Ltd.	Japan
Goldman Sachs Global Holdings L.L.C.	Delaware
GS Asian Venture (Delaware) L.L.C.	Delaware
Triumph II Investments (Ireland) Limited	Ireland
GS Diversified Funding LLC	Delaware
Panda Investments Ltd	Mauritius
GS (Asia) L.P.	Delaware
Goldman Sachs (Japan) Ltd.	British Virgin Islands
Goldman Sachs Japan Co., Ltd.	Japan
J. Aron Holdings, L.P.	Delaware
J. Aron & Company	New York
Horizon Fundo De Investimento Multimercado Credito Privado - Investimento No Exterior	Brazil
Goldman Sachs Asset Management, L.P.	Delaware
Goldman Sachs Hedge Fund Strategies LLC	Delaware
Goldman Sachs (Cayman) Holding Company	Cayman Islands
Goldman Sachs (Cayman) Trust, Limited	Cayman Islands
Goldman Sachs (Asia) Corporate Holdings L.P.	Delaware
Goldman Sachs Holdings (Hong Kong) Limited	Hong Kong
Goldman Sachs (Asia) Finance	Mauritius
Goldman Sachs (Asia) LLC	Delaware
Goldman Sachs (Asia) Securities Limited	Hong Kong
Goldman Sachs Financial Markets, L.P.	Delaware
MTGLQ Investors, L.P.	Delaware
ELQ Investors, Ltd	United Kingdom
GS European Opportunities Fund B.V.	Netherlands
GS European Strategic Investment Group B.V.	Netherlands
Opal Resources LLC	Delaware
GS Mehetia LLC	Delaware
Mehetia Holdings Inc.	Delaware
GS Lending Partners Holdings LLC	Delaware
Goldman Sachs Lending Partners LLC	Delaware
Goldman Sachs Bank USA	New York
Goldman Sachs Mortgage Company	New York
GSCP (DEL) Inc.	Delaware
Goldman Sachs Credit Partners L.P.	Bermuda
GSTM LLC	Delaware
SLK LLC	New York
Goldman Sachs Execution & Clearing, L.P.	New York
GS Financial Services II, LLC	Delaware
GS Funding Europe	United Kingdom
GS Funding Europe I Ltd.	Cayman Islands

Name	State or Jurisdiction of Organization of Entity
GS Funding Europe II Ltd.	Cayman Islands
GS Investment Strategies, LLC	Delaware
GSEM (Del) Inc.	Delaware
GSEM (Del) Holdings, L.P.	Delaware
GSEM Bermuda Holdings, L.P.	Bermuda
GSEM (Del) LLC	Delaware
GS Equity Markets, L.P.	Bermuda
GSIP Holdco A LLC	Delaware
Special Situations Investing Group, Inc.	Delaware
GS Mortgage Derivatives, Inc.	Delaware
GS Direct, L.L.C.	Delaware
Commonwealth Annuity and Life Insurance Company	Massachusetts
First Allmerica Financial Life Insurance Company	Massachusetts
Goldman Sachs Specialty Lending Holdings, Inc. II	Delaware
Goldman Sachs Specialty Lending CLO-I, Ltd.	Cayman Islands
GS Power Holdings LLC	Delaware
Natural Resources Investments S.L.	Spain
Comercializadora Internacional Colombian Natural Resources I S.A.S.	Colombia
Mitsi Holdings LLC	Delaware
Metro International Trade Services LLC	Delaware
MLQ Investors, L.P.	Delaware
AR Holdings (Delaware) L.L.C.	Delaware
AR Holdings GK	Japan
GK Kagurazaka Holdings	Japan
GK Arisugawa Finance	Japan
K.K. Minato Saiken Kaishu	Japan
GS PIA Holdings GK	Japan
Crane Holdings Ltd.	Japan
Goldman Sachs Realty Japan Ltd.	Japan
Goldman Sachs Ireland Group Holdings LLC	Delaware
Goldman Sachs Ireland LLC	Delaware
Goldman Sachs Ireland Group Limited	Ireland
Goldman Sachs Ireland Holdings Limited	Ireland
Goldman Sachs Bank (Europe) plc	Ireland
Rothesay Life, L.L.C.	Delaware
Rothesay Life (Cayman) Limited	Cayman Islands
Rothesay Life Limited	United Kingdom
ELQ Holdings (Del) LLC	Delaware
ELQ Holdings (UK) Ltd	United Kingdom
ELQ Investors II Ltd	United Kingdom
Goldman Sachs Specialty Lending Holdings, Inc.	Delaware
Goldman Sachs Holdings ANZ Pty Limited	Australia
GS HLDGS ANZ II Pty Ltd	Australia
Goldman Sachs Australia Group Holdings Pty Ltd	Australia
Goldman Sachs Australia Pty Ltd	Australia
Archon International Inc.	Delaware
Archon Group Deutschland GMBH	Germany
Goldman Sachs Private Equity Group Master Fund I, LLC	Delaware

THE GOLDMAN SACHS GROUP, INC AND ITS SUBSIDIARIES

Signature

print name	Michael Corwin (signing under power of attorney in accordance with section 52 of the Corporations Act)	capacity	Authorised Person
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sign here



date

5 April 2013