



Investment  
Management

13 July 2009

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 Boom Logistics 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

For personal use only

## Form 604

Corporations Law  
Section 671B

### Notice of change of interests of substantial holder

To Company Name/Scheme BOOM LOGISTICS LIMITED

ACN/ARSN ABN 28 095 466 961

#### 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 9/07/2009

The previous notice was given to the company on 22/06/2009

The previous notice was dated 18/06/2009

#### 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	11,634,860	6.79%	9,751,236	5.69%

#### 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
9/07/2009	WBC & its Associates Westpac Financial Services Group Limited (WFSG), Equity Desk - (WIB) Westpac Institutional Bank, Asgard Capital Management Limited, BT Funds Management No.2 Limited, BT Investment Management (RE) Limited	See Schedule	See Schedule	See Schedule	See Schedule

### 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
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 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.	162,145
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.	1,605,465
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.	7,946,626
Equity Desk - (WIB) Westpac Institutional Bank	Equity Desk - (WIB) Westpac Institutional Bank	Westpac Institutional Bank (WIB): provides financial services to the corporate and institutional customer base, assisting and advising in the management of cash, funding, capital and market risk for companies and institutions in Australia and New Zealand. In this capacity, can exercise the power to vote or dispose of the shares.	37,000

#### 4. 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
BT Investment Management Limited	New Responsible Entity or Investment Manager within WBC.

**5. 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
Equity Desk - (WIB) Westpac Institutional Bank	Level 20, Westpac Place, 275 Kent St Sydney NSW 2000
Asgard Capital Management Limited	Asgard Capital Management Limited Level 38, 152 St.Georges Terrace Perth WA 6000
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
BOOM LOGISTICS LIMITED	Level 6,55 Southbank Boulevard, Southbank VIC 3006  Ph: (03) 9207 2500 Fax: (03) 9207 2400

**Signature**

print name Chris Millard capacity Company Secretary

sign here \_\_\_\_\_ date 13/7/2009

## 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 : 19/06/2009 to 9/07/2009

SECURITY: BOL

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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>
19/06/2009	HSBC Custody Nominees (Australia) Limited.	-74,557	-24,603.81
19/06/2009	HSBC Custody Nominees (Australia) Limited.	-3,307	-1,091.31
19/06/2009	HSBC Custody Nominees (Australia) Limited.	-6,494	-2,143.02
22/06/2009	HSBC Custody Nominees (Australia) Limited.	-21,866	-7,434.44
7/07/2009	HSBC Custody Nominees (Australia) Limited.	-23,570	-6,835.30
7/07/2009	HSBC Custody Nominees (Australia) Limited.	-46,401	-13,456.29
7/07/2009	HSBC Custody Nominees (Australia) Limited.	-32,036	-9,290.44
7/07/2009	HSBC Custody Nominees (Australia) Limited.	-19,751	-5,727.79
7/07/2009	HSBC Custody Nominees (Australia) Limited.	-19,470	-5,646.30
8/07/2009	HSBC Custody Nominees (Australia) Limited.	-15,033	-4,509.90
8/07/2009	HSBC Custody Nominees (Australia) Limited.	-7,353	-2,205.90
8/07/2009	HSBC Custody Nominees (Australia) Limited.	-23,866	-6,921.14
9/07/2009	HSBC Custody Nominees (Australia) Limited.	-2,187	-634.23
9/07/2009	HSBC Custody Nominees (Australia) Limited.	-32,826	-9,519.54
	<b>Total</b>	<b>-328,717</b>	<b>-100,019.41</b>
	<b>BT Funds Management No.2 Limited Total :</b>	<b>-328,717</b>	<b>-100,019.41</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>
19/06/2009	Australia and New Zealand Banking Group Limited	-5,498	-1,814.34
22/06/2009	Australia and New Zealand Banking Group Limited	-1,349	-458.66
7/07/2009	Australia and New Zealand Banking Group Limited	-1,180	-342.20
7/07/2009	Australia and New Zealand Banking Group Limited	-4,569	-1,325.01
7/07/2009	Australia and New Zealand Banking Group Limited	-2,813	-815.77
8/07/2009	Australia and New Zealand Banking Group Limited	-1,520	-440.80
8/07/2009	Australia and New Zealand Banking Group Limited	-1,425	-427.50
9/07/2009	Australia and New Zealand Banking Group Limited	-2,272	-658.88
	<b>Total</b>	<b>-20,626</b>	<b>-6,283.16</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
19/06/2009	HSBC Custody Nominees (Australia) Limited.	-208,136	-68,684.88
19/06/2009	HSBC Custody Nominees (Australia) Limited.	-4,631	-1,528.23
19/06/2009	HSBC Custody Nominees (Australia) Limited.	-37,395	-12,340.35
19/06/2009	HSBC Custody Nominees (Australia) Limited.	-5,502	-1,815.66
19/06/2009	HSBC Custody Nominees (Australia) Limited.	-24,771	-8,174.43
19/06/2009	HSBC Custody Nominees (Australia) Limited.	-9,317	-3,074.61
22/06/2009	HSBC Custody Nominees (Australia) Limited.	-38,781	-13,185.54
22/06/2009	HSBC Custody Nominees (Australia) Limited.	-10,580	-3,597.20
22/06/2009	HSBC Custody Nominees (Australia) Limited.	-8,363	-2,843.42
7/07/2009	HSBC Custody Nominees (Australia) Limited.	-28,927	-8,388.83
7/07/2009	HSBC Custody Nominees (Australia) Limited.	-28,375	-8,228.75

7/07/2009	HSBC Custody Nominees (Australia) Limited.	-26,186	-7,593.94
7/07/2009	HSBC Custody Nominees (Australia) Limited.	-146,809	-42,574.61
7/07/2009	HSBC Custody Nominees (Australia) Limited.	-161,233	-46,757.57
7/07/2009	HSBC Custody Nominees (Australia) Limited.	-8,241	-2,389.89
7/07/2009	HSBC Custody Nominees (Australia) Limited.	-1,542	-447.18
7/07/2009	HSBC Custody Nominees (Australia) Limited.	-21,248	-6,161.92
7/07/2009	HSBC Custody Nominees (Australia) Limited.	-8,481	-2,459.49
7/07/2009	HSBC Custody Nominees (Australia) Limited.	-1,873	-543.17
7/07/2009	HSBC Custody Nominees (Australia) Limited.	-7,491	-2,172.39
7/07/2009	HSBC Custody Nominees (Australia) Limited.	-27,291	-7,914.39
7/07/2009	HSBC Custody Nominees (Australia) Limited.	-1,600	-464.00
7/07/2009	HSBC Custody Nominees (Australia) Limited.	-8,263	-2,396.27
7/07/2009	HSBC Custody Nominees (Australia) Limited.	-1,238	-359.02
7/07/2009	HSBC Custody Nominees (Australia) Limited.	-6,572	-1,905.88
7/07/2009	HSBC Custody Nominees (Australia) Limited.	-762	-220.98
7/07/2009	HSBC Custody Nominees (Australia) Limited.	-21,848	-6,335.92
7/07/2009	HSBC Custody Nominees (Australia) Limited.	-12,917	-3,745.93
8/07/2009	HSBC Custody Nominees (Australia) Limited.	-62,331	-18,075.99
8/07/2009	HSBC Custody Nominees (Australia) Limited.	-58,465	-17,539.50
8/07/2009	HSBC Custody Nominees (Australia) Limited.	-10,389	-3,116.70
8/07/2009	HSBC Custody Nominees (Australia) Limited.	-8,622	-2,500.38
8/07/2009	HSBC Custody Nominees (Australia) Limited.	-2,454	-711.66
8/07/2009	HSBC Custody Nominees (Australia) Limited.	-19,040	-5,712.00
8/07/2009	HSBC Custody Nominees (Australia) Limited.	-20,299	-5,886.71
9/07/2009	HSBC Custody Nominees (Australia) Limited.	-32,432	-9,405.28
9/07/2009	HSBC Custody Nominees (Australia) Limited.	-60,258	-17,474.82
9/07/2009	HSBC Custody Nominees (Australia) Limited.	-2,812	-815.48
9/07/2009	HSBC Custody Nominees (Australia) Limited.	-18,979	-5,503.91
	<b>Total</b>	<b>-1,164,454</b>	<b>-353,046.88</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
19/06/2009	National Australian Custodian Services	-30,867	-10,186.11
19/06/2009	National Australian Custodian Services	-21,049	-6,946.17
19/06/2009	National Australian Custodian Services	-26,981	-8,903.73
19/06/2009	National Australian Custodian Services	-10,362	-3,419.46
22/06/2009	National Australian Custodian Services	-12,636	-4,296.24
22/06/2009	National Australian Custodian Services	-6,571	-2,234.14
22/06/2009	National Australian Custodian Services	-2,521	-857.14
7/07/2009	National Australian Custodian Services	-10,416	-3,020.64
7/07/2009	National Australian Custodian Services	-69,729	-20,221.41
7/07/2009	National Australian Custodian Services	-734	-212.86
7/07/2009	National Australian Custodian Services	-423	-122.67
7/07/2009	National Australian Custodian Services	-36,172	-10,489.88
7/07/2009	National Australian Custodian Services	-5,361	-1,554.69
7/07/2009	National Australian Custodian Services	-12,185	-3,533.65
7/07/2009	National Australian Custodian Services	-1,733	-502.57
7/07/2009	National Australian Custodian Services	-2,225	-645.25
8/07/2009	National Australian Custodian Services	-13,425	-4,027.50
8/07/2009	National Australian Custodian Services	-14,312	-4,150.48
8/07/2009	National Australian Custodian Services	-7,475	-2,167.75
8/07/2009	National Australian Custodian Services	-7,012	-2,103.60
8/07/2009	National Australian Custodian Services	-2,679	-803.70
8/07/2009	National Australian Custodian Services	-2,857	-828.53
9/07/2009	National Australian Custodian Services	-21,279	-6,170.91

9/07/2009	National Australian Custodian Services	-11,046	-3,203.34
9/07/2009	National Australian Custodian Services	-4,247	-1,231.63
	<b>Total</b>	<b>-334,297</b>	<b>-101,834.05</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
19/06/2009	National Nominees Limited	-15,747	-5,196.51
22/06/2009	National Nominees Limited	-3,833	-1,303.22
7/07/2009	National Nominees Limited	-3,380	-980.20
7/07/2009	National Nominees Limited	-21,141	-6,130.89
8/07/2009	National Nominees Limited	-554	-166.20
8/07/2009	National Nominees Limited	-3,526	-1,057.80
8/07/2009	National Nominees Limited	-4,349	-1,261.21
9/07/2009	National Nominees Limited	-6,500	-1,885.00
	<b>Total</b>	<b>-59,030</b>	<b>-17,981.03</b>

**BT Investment Management (RE) Limited Total : -1,578,407 -479,145.12**

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**BT Investment Management No.3 Pty Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
9/07/2009	HSBC Custody Nominees (Australia) Limited.	-13,500	-3,780.00
	<b>Total</b>	<b>-13,500</b>	<b>-3,780.00</b>

**BT Investment Management No.3 Pty Limited  
Total : -13,500 -3,780.00**



## 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

Anna Sandham – Company Secretary WBC– 9/07/2009

1925 (Commercial) Pty Limited	Australia	BT Nominees Pty Limited	Australia
1925 (Industrial) Pty Limited	Australia	BT Portfolio Services Limited	Australia
1925 (Insurance Premium Funding) Pty Limited	Australia	BT Securities Limited	Australia
1925 (Properties) Pty Limited	Australia	Buchelin Pty Limited	Australia
1925 Advances Pty Limited	Australia	Canberra Advance Property Limited	Australia
1925 House Pty Limited	Australia	Castlereagh Pacific Investments Pty Limited	Australia
A.C.N. 001 231 027 Pty Limited	Australia	Castlereagh Trust	Australia
A.F.G. Insurances Limited (in vol administration)	Australia	CBA Limited	Australia
A.G.C. (Pacific) Limited	PNG	Challenge Finance Pty Limited	Australia
Advance Asset Management Limited	Australia	Challenge Funds Management Pty Limited	Australia
Advance Leasing Limited	Australia	Challenge Information Technology Pty Limited	Australia
Agri Private Capital Management Limited	New Zealand	Challenge Limited	Australia
Altitude Administration Pty Limited	Australia	Chifley Services Pty Limited	Australia
Altitude Rewards Pty Limited	Australia	Codrington S.a.r.l.	Luxembourg
Aotearoa Financial Services Limited	New Zealand	Colmso Pty Limited	Australia
Asgard Capital Management Limited	Australia	Colmtea Pty Limited	Australia
Asgard Wealth Solutions Limited	Australia	Como Properties Pty Limited	Australia
Assirt Software Pty Limited	Australia	Comserv (No 3011) Pty Limited	Australia
Athena Finance Pty Limited	Australia	Crusade ABS Series 2008-1	Australia
Augusta (1962) Limited	New Zealand	Crusade ABS Series 2008-2	Australia
Australian Infrastructure Fund International 1 Pty Limited	Australia	Crusade CP Management Pty Limited	Australia
Australian Loan Processing Security Company Pty Limited	Australia	Crusade CP Trust No. 33	Australia
Australian Loan Processing Security Trust	Australia	Crusade CP Trust No. 35	Australia
Autodirect Pty Limited	Australia	Crusade CP Trust No. 41	Australia
Beech Trust	Australia	Crusade CP Trust No. 42	Australia
Belliston Pty Limited	Australia	Crusade CP Trust No. 44	Australia
Bill Acceptance Corporation Limited	Australia	Crusade CP Trust No. 45	Australia
BLE Capital (NZ) Limited	New Zealand	Crusade CP Trust No. 48	Australia
BLE Capital Investments Pty Limited	Australia	Crusade CP Trust No. 49	Australia
BLE Capital Limited	Australia	Crusade CP Trust No. 50	Australia
BLE Development Pty Limited	Australia	Crusade CP Trust No. 52	Australia
BLE Holdings Pty Limited	Australia	Crusade CP Trust No. 53	Australia
Brenmar Holdings Pty Limited	Australia	Crusade CP Trust No. 54	Australia
BT (Queensland) Pty Limited	Australia	Crusade CP Trust No. 55	Australia
BT Australia Corporate Services Pty Limited	Australia	Crusade CP Trust No. 56	Australia
BT Australia Pty Limited	Australia	Crusade CP Trust No. 57	Australia
BT Finance & Investments Pty Limited	Australia	Crusade CP Trust No. 58	Australia
BT Finance Pty Limited	Australia	Crusade CP Trust No. 59	Australia
BT Financial Group (NZ) Limited	New Zealand	Crusade CP Trust No. 60	Australia
BT Financial Group Pty Limited	Australia	Crusade Euro Trust 1E of 2004	Australia
BT Funds Management (NZ) Limited	New Zealand	Crusade Euro Trust 1E of 2006	Australia
BT Funds Management Limited	Australia	Crusade Euro Trust 1E of 2007	Australia
BT Funds Management No.2 Limited	Australia	Crusade Global Trust 1 of 2003	Australia
BT Investment Management No.2 Limited	Australia	Crusade Global Trust 1 of 2004	Australia
BT Investment Management No.3 Pty Limited	Australia	Crusade Global Trust 1 of 2005	Australia
BT Investment Management (RE) Limited	Australia	Crusade Global Trust 1 of 2006	Australia

BT Investment Management Limited	Australia	Crusade Global Trust 1 of 2007	Australia
BT Life Limited	Australia	Crusade Global Trust 2 of 2003	Australia
Packaging Properties 2 Pty Limited	Australia	Crusade Global Trust 2 of 2004	Australia
Packaging Properties 3 Pty Limited	Australia	Crusade Global Trust 2 of 2005	Australia
Pact Accountants Investment Group Pty Limited	Australia	Crusade Global Trust 2 of 2006	Australia
Partnership Pacific Limited	Australia	Crusade Management Limited	Australia
Partnership Pacific Securities Limited	Australia	Crusade Trust 1 of 2008	Australia
Pashley Investments Pty Limited	Australia	Crusade Trust 1A of 2005	Australia
PersonalDirect Limited	Australia	Crusade Trust 1P of 2008	Australia
PF No. 2	New Zealand	Crusade Trust 2P of 2008	Australia
Phoenix Trust	Australia	Crusade Trust No 1A of 2002	Australia
Qvalent Pty Limited	Australia	Danaby Pty Limited	Australia
RAMS Financial Group Pty Limited	Australia	Developmental Learning Centres Pty Limited	Australia
Real Estate Investment Trust A	Australia	Dragon Investments Services Limited	Australia
Real Estate Investment Trust B	Australia	Dysty Pty Limited	Australia
RESI-Statewide Mortgage Corporation Pty Limited	Australia	Enfield Downs Pty Limited	Australia
RMS Warehouse Trust 2007-1	Australia	FAI No. 2 Trust	Australia
Sallmoor Pty Limited	Australia	Fairlawn Holding Trust	Australia
Sarnia Pty Limited	Australia	First Residential Property Trust	Australia
Secure Australian Facilities Environment Partnership Pty Limited	Australia	G.C.L. Investments Limited	Australia
Securitor Financial Group Limited	Australia	Gemini Trust	Australia
Series 2002-1G WST Trust	Australia	General Credit Holdings Pty Limited	Australia
Series 2005-1G WST Trust	Australia	General Credits Pty Limited	Australia
Series 2007-1G WST Trust	Australia	Halcyon Securities Limited	Australia
Series 2007-1M WST Trust	Australia	Hargrave Investments Pty Limited	Australia
Series 2008-1M WST Trust	Australia	Hastings Advisers LLC	USA New Zealand
Sixty Martin Place (Holdings) Pty Limited	Australia	Hastings Forestry Investments Limited	Australia
Southern Cross Inc.	USA	Hastings Forests Australia Pty Limited	UK
St.George (Note Issuing Vehicle Only) Pty Limited	Australia	Hastings Funds Management (UK) Limited	USA
St.George APL Pty Limited	Australia	Hastings Funds Management (USA) Inc.	Australia
St.George Bank Employee Share Trust	Australia	Hastings Funds Management Limited	Australia
St.George Bank Limited <sup>2</sup>	Australia	Hastings Group Pty Limited	Australia
St.George Business Finance Pty Limited	Australia	Hastings Management Pty Limited	Australia
St.George Commercial Credit Corporation Limited	Australia	Hastings Private Equity Fund IIA Pty Limited	Australia
St.George Crusade Investment Pty Limited	Australia	Hastings Private Equity Fund IIB Pty Limited	Australia
St.George Custodial Pty Limited	Australia	Hickory Trust	Australia
St.George Dragon Investments Pty Limited	Australia	Hitton Pty Limited	Australia New Zealand
St.George Equity Finance Limited	Australia	HLT Custodian Trust	Australia
St.George Finance Holdings Limited	Australia	Infrastructure Australia (No.1) Limited	Australia
St.George Finance Limited	Australia	Infrastructure Australia (No.3) Limited	Australia
St.George Financial Investments 1 Pty Limited	Australia	Infrastructure Australia (No.4) Limited	Australia
St.George Financial Investments New Zealand Limited	New Zealand	Jacaranda Trust	Australia
St.George Financial Services Limited	Australia	Magnitude Group Pty Limited	Australia
St.George Group Holdings Pty Limited	Australia	Mayfair (Australia) Investments Limited	Australia New Zealand
St.George Insurance Australia Pty Limited	Australia	MIF Custodian Trust	Australia
St.George Life Limited	Australia	Minami Investments Pty Limited	Australia
St.George Management Services Pty Limited	Australia	Mortgage Management Limited	Australia
St.George Motor Finance Limited	Australia	Nationwide Management Pty Limited	Australia
St.George New Zealand Limited	New Zealand	Net Nominees Limited	Australia
St.George Procurement Management Pty Limited	Australia	Oakjet Pty Limited	Australia
St.George Pte Limited	Singapore	Oniston Pty Limited	Australia
St.George Security Holdings Pty Limited	Australia	Orion Trust	Australia

Westpac Funds Financing HoldCo Pty Limited	Australia	Pacific Structured Funding Limited	Australia
Westpac Funds Financing Pty Limited	Australia	Packaging Properties 1 Pty Limited	Australia
Westpac Funds Management Administration Pty Limited	Australia	St.George Wealth Management Pty Limited	Australia
Westpac Funds Management Limited	Australia	St.George WEL Pty. Limited	Australia
Westpac General Insurance Limited	Australia	Sydney Capital Corp Inc	USA
Westpac General Insurance Services Limited	Australia	Tasman Funding No.1 Limited	New Zealand
Westpac Group Investment-NZ-Limited	New Zealand	Tasman Funding No.2 Limited	New Zealand
Westpac Group Investments Australia Pty Limited	Australia	Tasman Pacific Investments Pty Limited	Australia
Westpac Holdings-NZ-Limited	New Zealand	Tavarua Funding Trust III	Australia
Westpac Information Technology Services Pty Limited	Australia	Tavarua Funding Trust IV	USA
Westpac Investment Capital Corporation	USA	TBNZ Capital Limited	New Zealand
Westpac Investment Vehicle No.2 Pty Limited	Australia	TBNZ Developments Limited	New Zealand
Westpac Investment Vehicle No.3 Pty Limited	Australia	TBNZ Equity Limited	New Zealand
Westpac Investment Vehicle No.4 Pty Limited	Australia	TBNZ Investments (UK) Limited	UK
Westpac Investment Vehicle Pty Limited	Australia	TBNZ Investments Limited	New Zealand
Westpac Investments U.K. Limited	UK	TBNZ Limited	New Zealand
Westpac Lease Discounting-NZ-Limited	New Zealand	Teuton Pty Limited	Australia
Westpac Leasing Nominees Pty Limited	Australia	The Exchange Plaza Trust	Australia
Westpac Leasing Nominees-Vic.-Pty Limited	Australia	The Home Mortgage Company Limited	New Zealand
Westpac Leasing Pty Limited	Australia	The Mortgage Company Pty Limited	Australia
Westpac Lenders Mortgage Insurance Limited	Australia	The Swan Trust	Australia
Westpac Life Insurance Services Limited	Australia	The Warehouse Financial Services Limited	New Zealand
Westpac Life-NZ-Limited	New Zealand	TIF International 1 Pty Limited	Australia
Westpac Matching Gifts Limited	Australia	Value Nominees Pty Limited	Australia
Westpac New Zealand Group Limited	New Zealand	Victor Finance Pty Limited	Australia
Westpac New Zealand Limited	New Zealand	Victor Funding Pty Limited	Australia
Westpac Nominees-NZ-Limited	New Zealand	Votrait No.1182 Pty Limited	Australia
Westpac NZ Funding Limited	New Zealand	VS&L Insurance Agency Pty Limited	Australia
Westpac NZ Operations Limited	New Zealand	VS&L Services Pty Limited	Australia
Westpac NZ Securitisation Holdings Limited	New Zealand	W1 Investments Pty Limited	Australia
Westpac NZ Securitisation Limited	New Zealand	Waratah Receivables Corp (NZ) Limited	New Zealand
Westpac Operations Integrated Limited	New Zealand	Waratah Receivables Corp Pty Limited	Australia
Westpac Overseas Holdings No. 2 Pty Limited	Australia	Waratah Securities Australia Limited	Australia
Westpac Overseas Holdings Pty Limited	Australia	Westpac (NZ) Investments Limited	New Zealand
Westpac Overseas Investments Limited	New Zealand	Westpac Administration Pty Limited	Australia
Westpac Pacific Limited Partnership	Australia	Westpac Altitude Rewards Trust	Australia
Westpac Private Equity Pty Limited	Australia	Westpac Americas Inc.	USA
Westpac Properties Limited	Australia	Westpac Asian Lending Pty Limited	Australia
Westpac Properties-Vic-Limited	Australia	Westpac Asset Services Pty Limited	Australia
Westpac Property Investments Pty Limited	Australia	Westpac Bank of Tonga	Tonga
Westpac Real Estate Investment Trust I	Australia	Westpac Bank Samoa Limited	Samoa
Westpac Real Estate Investment Trust II	Australia	Westpac Banking Corporation	Australia
Westpac Residential Property Trust	Australia	Westpac Bank-PNG-Limited	PNG
Westpac Resources and Infrastructure Pty Limited	Australia	Westpac Capital Corporation (US)	USA
Westpac Securities Administration Limited	Australia	Westpac Capital Holdings Inc.	USA
Westpac Securities Inc.	USA	Westpac Capital Trust III	USA
Westpac Securities Limited	Australia	Westpac Capital Trust IV	USA
Westpac Securities NZ Limited	New Zealand	Westpac Capital-NZ-Limited	New Zealand
Westpac Securitisation Holdings Pty Limited	Australia	Westpac Cook Cove Trust I	Australia
Westpac Securitisation Management Pty Limited	Australia	Westpac Cook Cove Trust II	Australia

Westpac Singapore Limited	Singapore	Westpac Custodian Nominees Limited	Australia
Westpac Structured Management Pty Limited	Australia	Westpac Debt Securities Pty Limited	Australia
Westpac Structured Products Limited	Australia	Westpac Delta LLC	USA
Westpac Superannuation Nominees-NZ-Limited	New Zealand	Westpac Direct Equity Investments Pty Limited	Australia
Westpac Syndications Management Pty Limited	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Westpac TPS Trust	Australia	Westpac Equipment Finance Limited	Australia
Westpac Training Services Pty Limited	Australia	Westpac Equity Holdings Pty Limited	Australia New Zealand
Westpac Unit Trust	Australia	Westpac Equity Investments NZ Limited	Zealand
Westpac USA Inc.	USA	Westpac Equity Pty Limited	Australia
WestpacTrust Securities-NZ-Limited	New Zealand	Westpac Europe Limited	UK
WFAL No.1 Loan Trust	Hong Kong	Westpac Finance (HK) Limited	Hong Kong New Zealand
Wollemi Trust	Australia	Westpac Finance Limited	Zealand
Wollemi Trust 2005 - 1	Australia	Westpac Financial Consultants Limited	Australia
WST Funding Trust New Zealand	Australia	Westpac Financial Services Group Limited	Australia
WST Funding Trust New Zealand - NZ branch	New Zealand	Westpac Financial Services Group-NZ-Limited	New Zealand
WST-NZ Warehouse Trust #1	New Zealand	Westpac Financial Services Limited	Australia
Westpac Financial Synergy Limited	New Zealand	Westpac Funding Holdings 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