

## Form 603

Corporations Law  
Section 671B

### Notice of initial substantial holder

To Company Name/Scheme SOUTHERN CROSS MEDIA GROUP

ACN/ARSN ABN 91 116 024 536

#### 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 2/09/2010

#### 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)
STAPLED SECURITIES	19,048,881	19,048,881	5.03%

#### 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.	606,822
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	11,622

		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.	
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.	2,560,763
BT Investment Management (RE) Limited	Australia and New Zealand Banking Group Limited  IAG Nominees Limited  BNP Fund Services Australasia Pty Limited  National Nominees Limited  Citicorp Nominees Pty Limited  National Australia Bank 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.	15,797,714
Westpac Staff Superannuation Plan PTY LTD	HSBC Custody Nominees (Australia) Limited.	Westpac Staff Superannuation Plan PTY LTD	71,960

#### 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	
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
Westpac Financial Services Group Limited (WFSG)	Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000
Asgard Capital Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Westpac Staff Superannuation Plan PTY LTD	Level 20, Westpac Place, 275 Kent St 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
SOUTHERN CROSS MEDIA GROUP	Southern Cross Media Group (SXL) Level 2, 70 Park Street, South Melbourne VIC 3205  Ph: (03) 9922 2121 Fax: (03) 9922 2199

#### Signature

print name Rebecca Farrell capacity Company Secretary

sign here \_\_\_\_\_ date 6/9/2010

## 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 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 (eg. 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 : 2/05/2010 to 2/09/2010  
SECURITY: SXL

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**Advance Asset Management Limited**

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Date	Registered Company	Quantity	Value
3/05/2010	HSBC Custody Nominees (Australia) Limited.	-283	-616.94
6/05/2010	HSBC Custody Nominees (Australia) Limited.	-3,649	-7,443.96
6/05/2010	HSBC Custody Nominees (Australia) Limited.	-18,320	-37,372.80
13/05/2010	HSBC Custody Nominees (Australia) Limited.	-11,391	-23,693.28
14/05/2010	HSBC Custody Nominees (Australia) Limited.	-2,628	-5,387.40
26/05/2010	HSBC Custody Nominees (Australia) Limited.	74,489	131,845.53
27/05/2010	HSBC Custody Nominees (Australia) Limited.	4,140	7,203.60
28/05/2010	HSBC Custody Nominees (Australia) Limited.	7,646	13,609.88
31/05/2010	HSBC Custody Nominees (Australia) Limited.	3,091	5,656.53
1/06/2010	HSBC Custody Nominees (Australia) Limited.	2,526	4,471.02
1/06/2010	HSBC Custody Nominees (Australia) Limited.	-8,600	-15,222.00
2/06/2010	HSBC Custody Nominees (Australia) Limited.	22,737	39,335.01
25/06/2010	HSBC Custody Nominees (Australia) Limited.	8,933	15,275.43
28/06/2010	HSBC Custody Nominees (Australia) Limited.	35,000	60,200.00
28/06/2010	HSBC Custody Nominees (Australia) Limited.	-35,000	-60,200.00
28/06/2010	HSBC Custody Nominees (Australia) Limited.	35,000	60,200.00
29/06/2010	HSBC Custody Nominees (Australia) Limited.	12,221	20,775.70
14/07/2010	HSBC Custody Nominees (Australia) Limited.	21,775	38,541.75
27/07/2010	HSBC Custody Nominees (Australia) Limited.	-904	-1,654.32
28/07/2010	HSBC Custody Nominees (Australia) Limited.	-9,856	-18,135.04
29/07/2010	HSBC Custody Nominees (Australia) Limited.	-978	-1,789.74
30/07/2010	HSBC Custody Nominees (Australia) Limited.	-617	-1,141.45
2/08/2010	HSBC Custody Nominees (Australia) Limited.	-5,495	-10,220.70
3/08/2010	HSBC Custody Nominees (Australia) Limited.	-278	-530.98
3/08/2010	HSBC Custody Nominees (Australia) Limited.	-6,018	-11,494.38
5/08/2010	HSBC Custody Nominees (Australia) Limited.	-5,926	-11,437.18
5/08/2010	HSBC Custody Nominees (Australia) Limited.	-1,224	-2,362.32
6/08/2010	HSBC Custody Nominees (Australia) Limited.	-8,631	-16,571.52
6/08/2010	HSBC Custody Nominees (Australia) Limited.	-889	-1,706.88
26/08/2010	HSBC Custody Nominees (Australia) Limited.	4,000	6,880.00
27/08/2010	HSBC Custody Nominees (Australia) Limited.	40,222	70,388.50
1/09/2010	HSBC Custody Nominees (Australia) Limited.	-11,617	-22,420.81
1/09/2010	HSBC Custody Nominees (Australia) Limited.	-1,636	-3,157.48
1/09/2010	HSBC Custody Nominees (Australia) Limited.	-1,839	-3,549.27
1/09/2010	HSBC Custody Nominees (Australia) Limited.	-14,590	-28,158.70
1/09/2010	HSBC Custody Nominees (Australia) Limited.	-2,982	-5,755.26
	<b>Total</b>	<b>118,429</b>	<b>184,360.54</b>

**Advance Asset Management Limited Total : 118,429 184,360.54**

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**Asgard Capital Management Limited**

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Date	Registered Company	Quantity	Value
27/05/2010	ASGARD Capital Management Limited	-4,510	-7,847.40
7/06/2010	ASGARD Capital Management Limited	-4,515	-7,765.80
10/08/2010	ASGARD Capital Management Limited	-7,281	-13,542.66
	<b>Total</b>	<b>-16,306</b>	<b>-29,155.86</b>

**Asgard Capital Management Limited Total :****-16,306****-29,155.86****BT Funds Management No.2 Limited**

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
5/05/2010	HSBC Custody Nominees (Australia) Limited.	23,231	47,391.24
7/05/2010	HSBC Custody Nominees (Australia) Limited.	9,240	17,925.60
10/05/2010	HSBC Custody Nominees (Australia) Limited.	29,653	58,416.41
2/06/2010	HSBC Custody Nominees (Australia) Limited.	66,275	114,655.75
9/06/2010	HSBC Custody Nominees (Australia) Limited.	10,882	17,520.02
9/06/2010	HSBC Custody Nominees (Australia) Limited.	26,283	43,104.12
10/06/2010	HSBC Custody Nominees (Australia) Limited.	14,082	23,516.94
10/06/2010	HSBC Custody Nominees (Australia) Limited.	82,080	137,894.40
11/06/2010	HSBC Custody Nominees (Australia) Limited.	91,272	159,726.00
11/06/2010	HSBC Custody Nominees (Australia) Limited.	67,109	118,111.84
1/09/2010	HSBC Custody Nominees (Australia) Limited.	22,289	43,240.66
1/09/2010	HSBC Custody Nominees (Australia) Limited.	2,799	5,262.12
2/09/2010	HSBC Custody Nominees (Australia) Limited.	14,074	27,444.30
	<b>Total</b>	<b>459,269</b>	<b>814,209.40</b>

**BT Funds Management No.2 Limited Total :****459,269****814,209.40****BT Investment Management (RE) Limited**

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
5/05/2010	Australia and New Zealand Banking Group Limited	9,375	19,125.00
7/05/2010	Australia and New Zealand Banking Group Limited	655	1,270.70
10/05/2010	Australia and New Zealand Banking Group Limited	2,274	4,479.78
2/06/2010	Australia and New Zealand Banking Group Limited	3,915	6,772.95
9/06/2010	Australia and New Zealand Banking Group Limited	1,588	2,604.32
9/06/2010	Australia and New Zealand Banking Group Limited	658	1,059.38
10/06/2010	Australia and New Zealand Banking Group Limited	661	1,103.87
10/06/2010	Australia and New Zealand Banking Group Limited	3,856	6,478.08
11/06/2010	Australia and New Zealand Banking Group Limited	2,872	5,054.72
11/06/2010	Australia and New Zealand Banking Group Limited	3,905	6,833.75
15/06/2010	Australia and New Zealand Banking Group Limited	3,050	5,429.00
15/06/2010	Australia and New Zealand Banking Group Limited	3,354	5,936.58
25/08/2010	Australia and New Zealand Banking Group Limited	3,607	6,131.90
31/08/2010	Australia and New Zealand Banking Group Limited	5,478	9,969.96
1/09/2010	Australia and New Zealand Banking Group Limited	276	518.88
1/09/2010	Australia and New Zealand Banking Group Limited	2,199	4,266.06
2/09/2010	Australia and New Zealand Banking Group Limited	1,050	2,047.50
	<b>Total</b>	<b>48,773</b>	<b>89,082.43</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
28/05/2010	BNP Fund Services Australasia Pty Limited	46,249	84,635.67
2/09/2010	BNP Fund Services Australasia Pty Limited	85,122	166,839.12
2/09/2010	BNP Fund Services Australasia Pty Limited	1,069	2,084.55
	<b>Total</b>	<b>132,440</b>	<b>253,559.34</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
28/05/2010	Citicorp Nominees Pty Limited	59,114	108,178.62
2/09/2010	Citicorp Nominees Pty Limited	1,813	3,535.35

2/09/2010	Citicorp Nominees Pty Limited	144,285	282,798.60
	<b>Total</b>	<b>205,212</b>	<b>394,512.57</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
5/05/2010	HSBC Custody Nominees (Australia) Limited.	111,677	227,821.08
7/05/2010	HSBC Custody Nominees (Australia) Limited.	28,987	56,234.78
10/05/2010	HSBC Custody Nominees (Australia) Limited.	133,126	262,258.22
26/05/2010	HSBC Custody Nominees (Australia) Limited.	16,480	29,169.60
2/06/2010	HSBC Custody Nominees (Australia) Limited.	162,729	281,521.17
9/06/2010	HSBC Custody Nominees (Australia) Limited.	73,389	120,357.96
9/06/2010	HSBC Custody Nominees (Australia) Limited.	30,387	48,923.07
10/06/2010	HSBC Custody Nominees (Australia) Limited.	19,950	33,316.50
10/06/2010	HSBC Custody Nominees (Australia) Limited.	116,281	195,352.08
11/06/2010	HSBC Custody Nominees (Australia) Limited.	84,452	147,791.00
11/06/2010	HSBC Custody Nominees (Australia) Limited.	62,095	109,287.20
30/06/2010	HSBC Custody Nominees (Australia) Limited.	199,997	325,995.11
1/07/2010	HSBC Custody Nominees (Australia) Limited.	200,000	328,000.00
16/07/2010	HSBC Custody Nominees (Australia) Limited.	16,837	29,464.75
16/07/2010	HSBC Custody Nominees (Australia) Limited.	233,163	408,035.25
19/07/2010	HSBC Custody Nominees (Australia) Limited.	11,837	19,767.79
20/07/2010	HSBC Custody Nominees (Australia) Limited.	30,037	50,161.79
22/07/2010	HSBC Custody Nominees (Australia) Limited.	158,126	264,070.42
23/07/2010	HSBC Custody Nominees (Australia) Limited.	541,416	942,063.84
28/07/2010	HSBC Custody Nominees (Australia) Limited.	20,000	37,000.00
3/08/2010	HSBC Custody Nominees (Australia) Limited.	50,000	95,500.00
12/08/2010	HSBC Custody Nominees (Australia) Limited.	60,000	111,000.00
13/08/2010	HSBC Custody Nominees (Australia) Limited.	148,086	269,516.52
16/08/2010	HSBC Custody Nominees (Australia) Limited.	40,591	74,687.44
18/08/2010	HSBC Custody Nominees (Australia) Limited.	-43,779	-80,553.36
19/08/2010	HSBC Custody Nominees (Australia) Limited.	-29,510	-54,003.30
20/08/2010	HSBC Custody Nominees (Australia) Limited.	-18,474	-33,253.20
20/08/2010	HSBC Custody Nominees (Australia) Limited.	-2,017	-3,630.60
31/08/2010	HSBC Custody Nominees (Australia) Limited.	55,569	101,135.58
1/09/2010	HSBC Custody Nominees (Australia) Limited.	117,444	227,841.36
1/09/2010	HSBC Custody Nominees (Australia) Limited.	14,750	27,730.00
2/09/2010	HSBC Custody Nominees (Australia) Limited.	54,291	105,867.45
	<b>Total</b>	<b>2,697,917</b>	<b>4,758,429.50</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
28/05/2010	IAG Nominees Limited	12,927	23,656.41
28/05/2010	IAG Nominees Limited	20,622	37,738.26
2/09/2010	IAG Nominees Limited	323	629.85
2/09/2010	IAG Nominees Limited	25,742	50,454.32
2/09/2010	IAG Nominees Limited	40,853	80,071.88
2/09/2010	IAG Nominees Limited	513	1,000.35
	<b>Total</b>	<b>100,980</b>	<b>193,551.07</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
28/05/2010	National Australia Bank Limited	68,412	125,193.96
2/07/2010	National Australia Bank Limited	7,252	12,618.48
14/07/2010	National Australia Bank Limited	2,645	4,840.35
14/07/2010	National Australia Bank Limited	11,999	25,797.85
14/07/2010	National Australia Bank Limited	8,731	15,977.73
14/07/2010	National Australia Bank Limited	6,518	14,404.78

14/07/2010	National Australia Bank Limited	6,965	15,253.35
14/07/2010	National Australia Bank Limited	2,110	4,620.90
14/07/2010	National Australia Bank Limited	1,759	3,887.39
14/07/2010	National Australia Bank Limited	1,976	4,366.96
14/07/2010	National Australia Bank Limited	11,485	24,463.05
14/07/2010	National Australia Bank Limited	3,635	7,815.25
14/07/2010	National Australia Bank Limited	3,480	7,412.40
14/07/2010	National Australia Bank Limited	5,805	12,829.05
2/09/2010	National Australia Bank Limited	22,611	44,317.56
2/09/2010	National Australia Bank Limited	284	553.80
2/09/2010	National Australia Bank Limited	1,713	3,340.35
2/09/2010	National Australia Bank Limited	136,376	267,296.96
	<b>Total</b>	<b>303,756</b>	<b>594,990.17</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
5/05/2010	National Australian Custodian Services	27,680	56,467.20
5/05/2010	National Australian Custodian Services	14,297	29,165.88
5/05/2010	National Australian Custodian Services	5,481	11,181.24
7/05/2010	National Australian Custodian Services	5,517	10,702.98
7/05/2010	National Australian Custodian Services	2,928	5,680.32
7/05/2010	National Australian Custodian Services	1,141	2,213.54
10/05/2010	National Australian Custodian Services	20,704	40,786.88
10/05/2010	National Australian Custodian Services	10,894	21,461.18
10/05/2010	National Australian Custodian Services	4,167	8,208.99
2/06/2010	National Australian Custodian Services	33,361	57,714.53
2/06/2010	National Australian Custodian Services	17,466	30,216.18
2/06/2010	National Australian Custodian Services	6,686	11,566.78
9/06/2010	National Australian Custodian Services	13,830	22,681.20
9/06/2010	National Australian Custodian Services	5,727	9,220.47
9/06/2010	National Australian Custodian Services	7,222	11,844.08
9/06/2010	National Australian Custodian Services	2,991	4,815.51
9/06/2010	National Australian Custodian Services	2,769	4,541.16
9/06/2010	National Australian Custodian Services	1,146	1,845.06
10/06/2010	National Australian Custodian Services	30,894	51,901.92
10/06/2010	National Australian Custodian Services	5,300	8,904.00
10/06/2010	National Australian Custodian Services	16,292	27,370.56
10/06/2010	National Australian Custodian Services	2,795	4,667.65
10/06/2010	National Australian Custodian Services	6,243	10,488.24
10/06/2010	National Australian Custodian Services	1,071	1,799.28
11/06/2010	National Australian Custodian Services	29,751	52,064.25
11/06/2010	National Australian Custodian Services	21,875	38,500.00
11/06/2010	National Australian Custodian Services	15,810	27,667.50
11/06/2010	National Australian Custodian Services	11,624	20,458.24
11/06/2010	National Australian Custodian Services	6,035	10,561.25
11/06/2010	National Australian Custodian Services	4,438	7,810.88
15/06/2010	National Australian Custodian Services	18,391	32,735.98
15/06/2010	National Australian Custodian Services	20,229	35,805.33
15/06/2010	National Australian Custodian Services	11,145	19,726.65
15/06/2010	National Australian Custodian Services	10,131	18,033.18
15/06/2010	National Australian Custodian Services	4,215	7,460.55
15/06/2010	National Australian Custodian Services	3,831	6,819.18
25/08/2010	National Australian Custodian Services	22,451	38,166.70
25/08/2010	National Australian Custodian Services	9,212	15,660.40
25/08/2010	National Australian Custodian Services	3,785	6,434.50



31/08/2010	National Australian Custodian Services	47,580	86,595.60
31/08/2010	National Australian Custodian Services	24,708	44,968.56
31/08/2010	National Australian Custodian Services	9,486	17,264.52
1/09/2010	National Australian Custodian Services	2,363	4,442.44
1/09/2010	National Australian Custodian Services	18,817	36,504.98
1/09/2010	National Australian Custodian Services	9,782	18,977.08
1/09/2010	National Australian Custodian Services	1,228	2,308.64
1/09/2010	National Australian Custodian Services	472	887.36
1/09/2010	National Australian Custodian Services	3,758	7,290.52
2/09/2010	National Australian Custodian Services	9,059	17,665.05
2/09/2010	National Australian Custodian Services	4,708	9,180.60
2/09/2010	National Australian Custodian Services	1,807	3,523.65
<b>Total</b>		<b>573,293</b>	<b>1,032,958.42</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
5/05/2010	National Nominees Limited	8,259	16,848.36
7/05/2010	National Nominees Limited	1,754	3,402.76
10/05/2010	National Nominees Limited	6,406	12,619.82
2/06/2010	National Nominees Limited	9,568	16,552.64
9/06/2010	National Nominees Limited	1,709	2,751.49
9/06/2010	National Nominees Limited	4,127	6,768.28
10/06/2010	National Nominees Limited	1,537	2,582.16
10/06/2010	National Nominees Limited	8,958	15,049.44
11/06/2010	National Nominees Limited	8,434	14,759.50
11/06/2010	National Nominees Limited	6,202	10,915.52
15/06/2010	National Nominees Limited	4,597	8,182.66
15/06/2010	National Nominees Limited	5,057	8,950.89
30/06/2010	National Nominees Limited	03	4.89
25/08/2010	National Nominees Limited	10,945	18,606.50
31/08/2010	National Nominees Limited	14,417	26,238.94
1/09/2010	National Nominees Limited	717	1,347.96
1/09/2010	National Nominees Limited	5,711	11,079.34
2/09/2010	National Nominees Limited	2,747	5,356.65
<b>Total</b>		<b>101,148</b>	<b>182,017.80</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
28/05/2010	The Northern Trust company	2,645	4,840.35
28/05/2010	The Northern Trust company	8,731	15,977.73
30/06/2010	The Northern Trust company	-3,480	.00
30/06/2010	The Northern Trust company	-3,480	.00
30/06/2010	The Northern Trust company	-2,645	.00
30/06/2010	The Northern Trust company	3,480	.00
30/06/2010	The Northern Trust company	1,759	.00
30/06/2010	The Northern Trust company	1,976	.00
30/06/2010	The Northern Trust company	-3,635	.00
30/06/2010	The Northern Trust company	-2,110	.00
30/06/2010	The Northern Trust company	-1,759	.00
30/06/2010	The Northern Trust company	-3,635	.00
30/06/2010	The Northern Trust company	3,635	.00
30/06/2010	The Northern Trust company	-1,759	.00
30/06/2010	The Northern Trust company	-2,645	.00
30/06/2010	The Northern Trust company	-1,976	.00
30/06/2010	The Northern Trust company	-1,976	.00
30/06/2010	The Northern Trust company	-2,110	.00

30/06/2010	The Northern Trust company	2,110	.00
30/06/2010	The Northern Trust company	2,645	.00
30/06/2010	The Northern Trust company	-5,805	.00
30/06/2010	The Northern Trust company	8,731	.00
30/06/2010	The Northern Trust company	-6,518	.00
30/06/2010	The Northern Trust company	-6,518	.00
30/06/2010	The Northern Trust company	6,965	.00
30/06/2010	The Northern Trust company	-8,731	.00
30/06/2010	The Northern Trust company	-6,965	.00
30/06/2010	The Northern Trust company	-11,485	.00
30/06/2010	The Northern Trust company	11,485	.00
30/06/2010	The Northern Trust company	-11,485	.00
30/06/2010	The Northern Trust company	-8,731	.00
30/06/2010	The Northern Trust company	11,999	.00
30/06/2010	The Northern Trust company	-11,999	.00
30/06/2010	The Northern Trust company	-11,999	.00
30/06/2010	The Northern Trust company	-6,965	.00
30/06/2010	The Northern Trust company	6,518	.00
30/06/2010	The Northern Trust company	-5,805	.00
30/06/2010	The Northern Trust company	5,805	.00
<b>Total</b>		<b>-55,732</b>	<b>20,818.08</b>

**BT Investment Management (RE) Limited Total :      4,107,787      7,519,919.38**

## 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

Rebecca Farrell – Company Secretary WBC – 2/09/2010

1925 (Commercial) Pty Limited	Australia	Secure Australian Facilities Environment Partnership Pty Limited	Australia
1925 (Industrial) Pty Limited	Australia	Securitor Financial Group Limited	Australia
1925 (Insurance Premium Funding) Pty Limited	Australia	Series 2002-1G WST Trust	Australia
1925 (Properties) Pty Limited	Australia	Series 2005-1G WST Trust	Australia
1925 Advances Pty Limited	Australia	Series 2007-1G WST Trust	Australia
1925 House Pty Limited	Australia	Series 2007-1M WST Trust	Australia
A.C.N. 001 231 027 Pty Limited	Australia	Series 2008-1M WST Trust	Australia
A.F.G. Insurances Limited (in vol administration)	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
A.G.C. (Pacific) Limited	PNG	Southern Cross Inc.	USA
Advance Asset Management Limited	Australia	St.George (Note Issuing Vehicle Only) Pty Limited	Australia
Advance Leasing Limited	Australia	St.George APL Pty Limited	Australia
Agri Private Capital Management Limited	New Zealand	St.George Bank Employee Share Trust	Australia
Altitude Administration Pty Limited	Australia	St.George Bank Limited2	Australia
Altitude Rewards Pty Limited	Australia	St.George Business Finance Pty Limited	Australia
Aotearoa Financial Services Limited	New Zealand	St.George Commercial Credit Corporation Limited	Australia
Asgard Capital Management Limited	Australia	St.George Crusade Investment Pty Limited	Australia
Asgard Wealth Solutions Limited	Australia	St.George Custodial Pty Limited	Australia
Assirt Software Pty Limited	Australia	St.George Dragon Investments Pty Limited	Australia
Athena Finance Pty Limited	Australia	St.George Equity Finance Limited	Australia
Augusta (1962) Limited	New Zealand	St.George Finance Holdings Limited	Australia
Australian Infrastructure Fund International 1 Pty Limited	Australia	St.George Finance Limited	Australia
Australian Loan Processing Security Company Pty Limited	Australia	St.George Financial Investments 1 Pty Limited	Australia
Australian Loan Processing Security Trust	Australia	St.George Financial Investments New Zealand Limited	New Zealand
Autodirect Pty Limited	Australia	St.George Financial Services Limited	Australia
Beech Trust	Australia	St.George Group Holdings Pty Limited	Australia
Belliston Pty Limited	Australia	St.George Insurance Australia Pty Limited	Australia
Bill Acceptance Corporation Limited	Australia	St.George Life Limited	Australia
BLE Capital (NZ) Limited	New Zealand	St.George Management Services Pty Limited	Australia
BLE Capital Investments Pty Limited	Australia	St.George Motor Finance Limited	Australia
BLE Capital Limited	Australia	St.George New Zealand Limited	New Zealand
BLE Development Pty Limited	Australia	St.George Procurement Management Pty Limited	Australia
BLE Holdings Pty Limited	Australia	St.George Pte Limited	Singapore
Brenmar Holdings Pty Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Wealth Management Pty Limited	Australia
BT Australia Corporate Services Pty Limited	Australia	St.George WEL Pty. Limited	Australia
BT Australia Pty Limited	Australia	Sydney Capital Corp Inc	USA
BT Finance & Investments Pty Limited	Australia	Tasman Funding No.1 Limited	New Zealand
BT Finance Pty Limited	Australia	Tasman Funding No.2 Limited	New Zealand
BT Financial Group (NZ) Limited	New Zealand	Tasman Pacific Investments Pty Limited	Australia
BT Financial Group Pty Limited	Australia	Tavarua Funding Trust III	Australia
BT Funds Management (NZ) Limited	New Zealand	Tavarua Funding Trust IV	USA
BT Funds Management Limited	Australia	TBNZ Capital Limited	New Zealand
BT Funds Management No.2 Limited	Australia	TBNZ Developments Limited	New Zealand
BT Investment Management No.2 Limited	Australia	TBNZ Equity Limited	New Zealand
BT Investment Management No.3 Pty Limited	Australia	TBNZ Investments (UK) Limited	UK
BT Investment Management (RE) Limited	Australia	TBNZ Investments Limited	New

			Zealand
BT Investment Management Limited	Australia	TBNZ Limited	New Zealand
BT Life Limited	Australia	Teuton Pty Limited	Australia
BT Nominees Pty Limited	Australia	The Exchange Plaza Trust	Australia
BT Portfolio Services Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Securities Limited	Australia	The Mortgage Company Pty Limited	Australia
Buchelin Pty Limited	Australia	The Swan Trust	Australia
Canberra Advance Property Limited	Australia	The Warehouse Financial Services Limited	New Zealand
Castlereagh Pacific Investments Pty Limited	Australia	TIF International 1 Pty Limited	Australia
Castlereagh Trust	Australia	Value Nominees Pty Limited	Australia
CBA Limited	Australia	Victor Finance Pty Limited	Australia
Challenge Finance Pty Limited	Australia	Victor Funding Pty Limited	Australia
Challenge Funds Management Pty Limited	Australia	Votrant No.1182 Pty Limited	Australia
Challenge Information Technology Pty Limited	Australia	VS&L Insurance Agency Pty Limited	Australia
Challenge Limited	Australia	VS&L Services Pty Limited	Australia
Chifley Services Pty Limited	Australia	W1 Investments Pty Limited	Australia
Codrington S.a.r.l.	Luxembourg	Waratah Receivables Corp (NZ) Limited	New Zealand
Colmso Pty Limited	Australia	Waratah Receivables Corp Pty Limited	Australia
Colmtea Pty Limited	Australia	Waratah Securities Australia Limited	Australia
Como Properties Pty Limited	Australia	Westpac (NZ) Investments Limited	New Zealand
Comserv (No 3011) Pty Limited	Australia	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 Trust No. 33	Australia	Westpac Asset Services Pty Limited	Australia
Crusade CP Trust No. 35	Australia	Westpac Bank of Tonga	Tonga
Crusade CP Trust No. 41	Australia	Westpac Bank Samoa Limited	Samoa
Crusade CP Trust No. 42	Australia	Westpac Banking Corporation	Australia
Crusade CP Trust No. 44	Australia	Westpac Bank-PNG-Limited	PNG
Crusade CP Trust No. 45	Australia	Westpac Capital Corporation (US)	USA
Crusade CP Trust No. 48	Australia	Westpac Capital Holdings Inc.	USA
Crusade CP Trust No. 49	Australia	Westpac Capital Trust III	USA
Crusade CP Trust No. 50	Australia	Westpac Capital Trust IV	USA
Crusade CP Trust No. 52	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade CP Trust No. 53	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Trust No. 54	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 55	Australia	Westpac Custodian Nominees Limited	Australia
Crusade CP Trust No. 56	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 57	Australia	Westpac Delta LLC	USA
Crusade CP Trust No. 58	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade CP Trust No. 59	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade CP Trust No. 60	Australia	Westpac Equipment Finance Limited	Australia
Crusade Euro Trust 1E of 2004	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade Euro Trust 1E of 2006	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade Euro Trust 1E of 2007	Australia	Westpac Equity Pty Limited	Australia
Crusade Global Trust 1 of 2003	Australia	Westpac Europe Limited	UK
Crusade Global Trust 1 of 2004	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Global Trust 1 of 2005	Australia	Westpac Finance Limited	New Zealand
Crusade Global Trust 1 of 2006	Australia	Westpac Financial Consultants Limited	Australia
Crusade Global Trust 1 of 2007	Australia	Westpac Financial Services Group Limited	Australia
Crusade Global Trust 2 of 2003	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Crusade Global Trust 2 of 2004	Australia	Westpac Financial Services Limited	Australia

Crusade Global Trust 2 of 2005	Australia	Westpac Financial Synergy Limited	New Zealand
Crusade Global Trust 2 of 2006	Australia	Westpac Funding Holdings Pty Limited	Australia
Crusade Management Limited	Australia	Westpac Funds Financing HoldCo Pty Limited	Australia
Crusade Trust 1 of 2008	Australia	Westpac Funds Financing Pty Limited	Australia
Crusade Trust 1A of 2005	Australia	Westpac Funds Management Administration Pty Limited	Australia
Crusade Trust 1P of 2008	Australia	Westpac Funds Management Limited	Australia
Crusade Trust 2P of 2008	Australia	Westpac General Insurance Limited	Australia
Crusade Trust No 1A of 2002	Australia	Westpac General Insurance Services Limited	Australia
Danaby Pty Limited	Australia	Westpac Group Investment-NZ-Limited	New Zealand
Developmental Learning Centres Pty Limited	Australia	Westpac Group Investments Australia Pty Limited	Australia
Dragon Investments Services Limited	Australia	Westpac Holdings-NZ-Limited	New Zealand
Dysty Pty Limited	Australia	Westpac Information Technology Services Pty Limited	Australia
Enfield Downs Pty Limited	Australia	Westpac Investment Capital Corporation	USA
FAI No. 2 Trust	Australia	Westpac Investment Vehicle No.2 Pty Limited	Australia
Fairlawn Holding Trust	Australia	Westpac Investment Vehicle No.3 Pty Limited	Australia
First Residential Property Trust	Australia	Westpac Investment Vehicle No.4 Pty Limited	Australia
G.C.L. Investments Limited	Australia	Westpac Investment Vehicle Pty Limited	Australia
Gemini Trust	Australia	Westpac Investments U.K. Limited	UK
General Credit Holdings Pty Limited	Australia	Westpac Lease Discounting-NZ-Limited	New Zealand
General Credits Pty Limited	Australia	Westpac Leasing Nominees Pty Limited	Australia
Halcyon Securities Limited	Australia	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hargrave Investments Pty Limited	Australia	Westpac Leasing Pty Limited	Australia
Hastings Advisers LLC	USA	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac Life Insurance Services Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac Life-NZ-Limited	New Zealand
Hastings Funds Management (UK) Limited	UK	Westpac Matching Gifts Limited	Australia
Hastings Funds Management (USA) Inc.	USA	Westpac New Zealand Group Limited	New Zealand
Hastings Funds Management Limited	Australia	Westpac New Zealand Limited	New Zealand
Hastings Group Pty Limited	Australia	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 Operations Integrated Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac Overseas Holdings No. 2 Pty Limited	Australia
Infrastructure Australia (No.1) Limited	Australia	Westpac Overseas Holdings Pty Limited	Australia
Infrastructure Australia (No.3) Limited	Australia	Westpac Overseas Investments Limited	New Zealand
Infrastructure Australia (No.4) Limited	Australia	Westpac Pacific Limited Partnership	Australia
Jacaranda Trust	Australia	Westpac Private Equity Pty Limited	Australia
Magnitude Group Pty Limited	Australia	Westpac Properties Limited	Australia
Mayfair (Australia) Investments Limited	Australia	Westpac Properties-Vic-Limited	Australia
MIF Custodian Trust	New Zealand	Westpac Property Investments Pty Limited	Australia
Minami Investments Pty Limited	Australia	Westpac Real Estate Investment Trust I	Australia
Mortgage Management Limited	Australia	Westpac Real Estate Investment Trust II	Australia
Nationwide Management Pty Limited	Australia	Westpac Residential Property Trust	Australia
Net Nominees Limited	Australia	Westpac Resources and Infrastructure Pty Limited	Australia
Oakjet Pty Limited	Australia	Westpac Securities Administration Limited	Australia
Oniston Pty Limited	Australia	Westpac Securities Inc.	USA
Orion Trust	Australia	Westpac Securities Limited	Australia
Pacific Structured Funding Limited	Australia	Westpac Securities NZ Limited	New Zealand

Packaging Properties 1 Pty Limited	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Packaging Properties 2 Pty Limited	Australia	Westpac Securitisation Management Pty Limited	Australia
Packaging Properties 3 Pty Limited	Australia	Westpac Singapore Limited	Singapore
Pact Accountants Investment Group Pty Limited	Australia	Westpac Structured Management Pty Limited	Australia
Partnership Pacific Limited	Australia	Westpac Structured Products Limited	Australia New Zealand
Partnership Pacific Securities Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	Zealand
Pashley Investments Pty Limited	Australia	Westpac Syndications Management Pty Limited	Australia
PersonalDirect Limited	Australia	Westpac TPS Trust	Australia
PF No. 2	New Zealand	Westpac Training Services Pty Limited	Australia
Phoenix Trust	Australia	Westpac Unit Trust	Australia
Qvalent Pty Limited	Australia	Westpac USA Inc.	USA New Zealand
RAMS Financial Group Pty Limited	Australia	WestpacTrust Securities-NZ-Limited	
Real Estate Investment Trust A	Australia	WFAL No.1 Loan Trust	Hong Kong
Real Estate Investment Trust B	Australia	Wollemi Trust	Australia
RESI-Statewide Mortgage Corporation Pty Limited	Australia	Wollemi Trust 2005 – 1	Australia
RMS Warehouse Trust 2007-1	Australia	WST Funding Trust New Zealand	Australia New Zealand
Sallmoor Pty Limited	Australia	WST Funding Trust New Zealand - NZ branch	New Zealand
Sarnia Pty Limited	Australia	WST-NZ Warehouse Trust #1	Zealand

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