

## Form 604

Corporations Law  
Section 671B

### Notice of change of interests of 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 (WBC) and its associated companies listed in Annexure 'A'

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

There was a change in the interests of the substantial holder on 20/04/2011

The previous notice was given to the company on 06/09/2010

The previous notice was dated 2/09/2010

#### 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)
STAPLED SECURITIES	19,048,881	5.03%	39,696,846	6.10%

#### 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
20/04/2011	WBC & its Associates Westpac Financial Services Group Limited (WFSG), Asgard Capital Management Limited, Westpac Staff Superannuation Plan PTY LTD, BT SUPERWRP, Advance Asset Management Limited, BT Funds Management No.2 Limited, BT Investment Management (RE) Limited	See Schedule	See Schedule	See Schedule	See Schedule

#### 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	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.	1,379,932
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.	7,354
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.	4,775,776
BT Investment Management (RE) Limited	Australia and New Zealand Banking Group Limited  JP Morgan Chase Bank  IAG Nominees Limited  BNP Fund Services Australasia Pty Limited  National Nominees Limited  Citicorp Nominees Pty Limited  National Australia Bank Limited  National Australian Custodian Services	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.	33,241,056

	HSBC Custody Nominees (Australia) Limited.		
BT Funds Management Limited	BT Portfolio Services Limited	BT Funds Management Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	159,088
Westpac Staff Superannuation Plan PTY LTD	HSBC Custody Nominees (Australia) Limited.	Westpac Staff Superannuation Plan PTY LTD	133,640

#### 5. 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.

#### 6. 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
BT SUPERWRP	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 3205  Ph: (03) 9922 2121 Fax: (03) 9922 2199

#### Signature

print name Rebecca Farrell capacity Company Secretary

sign here \_\_\_\_\_ date 27/4/2011

## 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 : 3/09/2010 to 20/04/2011  
SECURITY: SXL

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**Advance Asset Management Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
3/09/2010	HSBC Custody Nominees (Australia) Limited.	-70,980	-139,120.80
21/09/2010	HSBC Custody Nominees (Australia) Limited.	-9,500	-19,760.00
21/09/2010	HSBC Custody Nominees (Australia) Limited.	-13,357	-28,049.70
21/09/2010	HSBC Custody Nominees (Australia) Limited.	-2,966	-6,228.60
22/09/2010	HSBC Custody Nominees (Australia) Limited.	-14,122	-29,514.98
23/09/2010	HSBC Custody Nominees (Australia) Limited.	-9,118	-18,965.44
23/09/2010	HSBC Custody Nominees (Australia) Limited.	-7,987	-16,612.96
23/09/2010	HSBC Custody Nominees (Australia) Limited.	-1,326	-2,758.08
24/09/2010	HSBC Custody Nominees (Australia) Limited.	-9,964	-20,625.48
27/09/2010	HSBC Custody Nominees (Australia) Limited.	-30,251	-62,317.06
28/09/2010	HSBC Custody Nominees (Australia) Limited.	-12,348	-25,436.88
29/09/2010	HSBC Custody Nominees (Australia) Limited.	-1,829	-3,767.74
29/09/2010	HSBC Custody Nominees (Australia) Limited.	-13,939	-28,714.34
29/09/2010	HSBC Custody Nominees (Australia) Limited.	-7,646	-15,750.76
29/09/2010	HSBC Custody Nominees (Australia) Limited.	-4,140	-8,528.40
30/09/2010	HSBC Custody Nominees (Australia) Limited.	-1,262	-2,599.72
30/09/2010	HSBC Custody Nominees (Australia) Limited.	-364	-749.84
5/10/2010	HSBC Custody Nominees (Australia) Limited.	-2,162	-4,453.72
5/10/2010	HSBC Custody Nominees (Australia) Limited.	-5,597	-11,529.82
6/10/2010	HSBC Custody Nominees (Australia) Limited.	-15,262	-31,592.34
12/10/2010	HSBC Custody Nominees (Australia) Limited.	-1,878	-3,981.36
12/10/2010	HSBC Custody Nominees (Australia) Limited.	-21,775	-46,163.00
26/11/2010	HSBC Custody Nominees (Australia) Limited.	-9,800	-20,188.00
6/01/2011	HSBC Custody Nominees (Australia) Limited.	-4,500	-9,360.00
10/01/2011	HSBC Custody Nominees (Australia) Limited.	-1,300	-2,665.00
20/01/2011	HSBC Custody Nominees (Australia) Limited.	-4,100	-8,774.00
1/02/2011	HSBC Custody Nominees (Australia) Limited.	29,503	55,465.64
3/02/2011	HSBC Custody Nominees (Australia) Limited.	15,593	29,782.63
4/02/2011	HSBC Custody Nominees (Australia) Limited.	40,904	80,989.92
2/03/2011	HSBC Custody Nominees (Australia) Limited.	13,654	24,577.20
3/03/2011	HSBC Custody Nominees (Australia) Limited.	75,256	134,708.24
3/03/2011	HSBC Custody Nominees (Australia) Limited.	-4,800	-8,688.00
7/03/2011	HSBC Custody Nominees (Australia) Limited.	20,263	35,662.88
14/03/2011	HSBC Custody Nominees (Australia) Limited.	12,061	20,503.70
15/03/2011	HSBC Custody Nominees (Australia) Limited.	27,476	46,434.44
16/03/2011	HSBC Custody Nominees (Australia) Limited.	11,040	18,326.40
22/03/2011	HSBC Custody Nominees (Australia) Limited.	-4,600	-7,544.00
25/03/2011	HSBC Custody Nominees (Australia) Limited.	11,091	18,743.79
28/03/2011	HSBC Custody Nominees (Australia) Limited.	29,853	49,555.98
29/03/2011	HSBC Custody Nominees (Australia) Limited.	29,452	48,595.80
31/03/2011	HSBC Custody Nominees (Australia) Limited.	21,025	34,901.50
4/04/2011	HSBC Custody Nominees (Australia) Limited.	7,506	12,760.20
11/04/2011	HSBC Custody Nominees (Australia) Limited.	151,346	258,801.66
12/04/2011	HSBC Custody Nominees (Australia) Limited.	31,839	54,126.30

18/04/2011	HSBC Custody Nominees (Australia) Limited.	18,762	31,520.16
18/04/2011	HSBC Custody Nominees (Australia) Limited.	-2,400	-4,008.00
19/04/2011	HSBC Custody Nominees (Australia) Limited.	323,070	.00
19/04/2011	HSBC Custody Nominees (Australia) Limited.	221,723	.00
19/04/2011	HSBC Custody Nominees (Australia) Limited.	-323,070	.00
19/04/2011	HSBC Custody Nominees (Australia) Limited.	-221,723	.00
20/04/2011	HSBC Custody Nominees (Australia) Limited.	77,851	126,897.13
	<b>Total</b>	<b>335,202</b>	<b>493,905.55</b>
	<b>Advance Asset Management Limited Total :</b>	<b>335,202</b>	<b>493,905.55</b>

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#### **Asgard Capital Management Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
3/11/2010	ASGARD Capital Management Limited	-1,608	-3,505.44
8/12/2010	ASGARD Capital Management Limited	-2,660	-5,639.20
	<b>Total</b>	<b>-4,268</b>	<b>-9,144.64</b>
	<b>Asgard Capital Management Limited Total :</b>	<b>-4,268</b>	<b>-9,144.64</b>

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#### **BT Funds Management No.2 Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
8/09/2010	HSBC Custody Nominees (Australia) Limited.	72,223	148,057.15
8/10/2010	HSBC Custody Nominees (Australia) Limited.	78,918	163,360.26
3/03/2011	HSBC Custody Nominees (Australia) Limited.	-57,741	-103,356.39
3/03/2011	HSBC Custody Nominees (Australia) Limited.	-78,918	-141,263.22
3/03/2011	HSBC Custody Nominees (Australia) Limited.	-4,341	-7,770.39
12/04/2011	HSBC Custody Nominees (Australia) Limited.	62	268.46
12/04/2011	HSBC Custody Nominees (Australia) Limited.	78	285.48
12/04/2011	HSBC Custody Nominees (Australia) Limited.	1,100	4,884.00
12/04/2011	HSBC Custody Nominees (Australia) Limited.	-1,100	-4,884.00
12/04/2011	HSBC Custody Nominees (Australia) Limited.	78	285.48
12/04/2011	HSBC Custody Nominees (Australia) Limited.	-62	-268.46
12/04/2011	HSBC Custody Nominees (Australia) Limited.	-78	-285.48
12/04/2011	HSBC Custody Nominees (Australia) Limited.	62	268.46
12/04/2011	HSBC Custody Nominees (Australia) Limited.	1,100	4,884.00
19/04/2011	HSBC Custody Nominees (Australia) Limited.	2,203,632	.00
		-	
19/04/2011	HSBC Custody Nominees (Australia) Limited.	2,203,632	.00
	<b>Total</b>	<b>11,381</b>	<b>64,465.35</b>
	<b>BT Funds Management No.2 Limited Total :</b>	<b>11,381</b>	<b>64,465.35</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>
8/09/2010	Australia and New Zealand Banking Group Limited	5,492	11,258.60
27/09/2010	Australia and New Zealand Banking Group Limited	22,191	46,157.28
8/10/2010	Australia and New Zealand Banking Group Limited	5,733	11,867.31
19/04/2011	Australia and New Zealand Banking Group Limited	187,885	.00

19/04/2011	Australia and New Zealand Banking Group Limited	-187,885	.00
	<b>Total</b>	<b>33,416</b>	<b>69,283.19</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
3/09/2010	BNP Fund Services Australasia Pty Limited	4,116	8,067.36
8/09/2010	BNP Fund Services Australasia Pty Limited	11,143	22,620.29
9/09/2010	BNP Fund Services Australasia Pty Limited	9,341	19,149.05
14/09/2010	BNP Fund Services Australasia Pty Limited	-7,799	-15,753.98
24/09/2010	BNP Fund Services Australasia Pty Limited	5,703	11,748.18
20/10/2010	BNP Fund Services Australasia Pty Limited	22,649	49,374.82
21/10/2010	BNP Fund Services Australasia Pty Limited	4,683	10,349.43
25/01/2011	BNP Fund Services Australasia Pty Limited	21,395	47,924.80
27/01/2011	BNP Fund Services Australasia Pty Limited	28,435	62,557.00
22/03/2011	BNP Fund Services Australasia Pty Limited	-10,230	-16,879.50
19/04/2011	BNP Fund Services Australasia Pty Limited	389,810	.00
19/04/2011	BNP Fund Services Australasia Pty Limited	-389,810	.00
	<b>Total</b>	<b>89,436</b>	<b>199,157.45</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
3/09/2010	Citicorp Nominees Pty Limited	28,576	56,008.96
9/09/2010	Citicorp Nominees Pty Limited	6,648	13,628.40
14/09/2010	Citicorp Nominees Pty Limited	19,976	40,351.52
24/09/2010	Citicorp Nominees Pty Limited	6,336	13,052.16
20/10/2010	Citicorp Nominees Pty Limited	16,420	35,795.60
21/10/2010	Citicorp Nominees Pty Limited	6,857	15,153.97
25/01/2011	Citicorp Nominees Pty Limited	67,578	151,374.72
27/01/2011	Citicorp Nominees Pty Limited	43,998	96,795.60
19/04/2011	Citicorp Nominees Pty Limited	616,727	.00
19/04/2011	Citicorp Nominees Pty Limited	-616,727	.00
	<b>Total</b>	<b>196,389</b>	<b>422,160.93</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
8/09/2010	HSBC Custody Nominees (Australia) Limited.	298,701	612,337.05
14/09/2010	HSBC Custody Nominees (Australia) Limited.	80,000	162,400.00
8/10/2010	HSBC Custody Nominees (Australia) Limited.	313,488	648,920.16
20/10/2010	HSBC Custody Nominees (Australia) Limited.	12,392	26,890.64
10/12/2010	HSBC Custody Nominees (Australia) Limited.	63,848	134,719.28
13/12/2010	HSBC Custody Nominees (Australia) Limited.	103,154	217,654.94
14/12/2010	HSBC Custody Nominees (Australia) Limited.	44,299	94,356.87
25/01/2011	HSBC Custody Nominees (Australia) Limited.	25,000	55,500.00
7/03/2011	HSBC Custody Nominees (Australia) Limited.	-20,000	-35,200.00
7/03/2011	HSBC Custody Nominees (Australia) Limited.	-46,313	-81,510.88
30/03/2011	HSBC Custody Nominees (Australia) Limited.	20,074	33,925.06
30/03/2011	HSBC Custody Nominees (Australia) Limited.	-3,687	-6,194.16
30/03/2011	HSBC Custody Nominees (Australia) Limited.	-16,387	-27,694.03
19/04/2011	HSBC Custody Nominees (Australia) Limited.	470,221	.00
19/04/2011	HSBC Custody Nominees (Australia) Limited.	9,233,627	.00
19/04/2011	HSBC Custody Nominees (Australia) Limited.	67,831	.00
19/04/2011	HSBC Custody Nominees (Australia) Limited.	-470,221	.00
		-	
19/04/2011	HSBC Custody Nominees (Australia) Limited.	9,233,627	.00
19/04/2011	HSBC Custody Nominees (Australia) Limited.	-67,831	.00
	<b>Total</b>	<b>874,569</b>	<b>1,836,104.93</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
3/09/2010	IAG Nominees Limited	3,036	5,950.56
3/09/2010	IAG Nominees Limited	4,777	9,362.92
8/09/2010	IAG Nominees Limited	1,472	2,988.16
8/09/2010	IAG Nominees Limited	2,374	4,819.22
9/09/2010	IAG Nominees Limited	2,394	4,907.70
9/09/2010	IAG Nominees Limited	3,816	7,822.80
14/09/2010	IAG Nominees Limited	3,914	7,906.28
14/09/2010	IAG Nominees Limited	6,219	12,562.38
24/09/2010	IAG Nominees Limited	1,126	2,319.56
24/09/2010	IAG Nominees Limited	1,786	3,679.16
20/10/2010	IAG Nominees Limited	2,869	6,254.42
20/10/2010	IAG Nominees Limited	4,579	9,982.22
21/10/2010	IAG Nominees Limited	1,338	2,956.98
21/10/2010	IAG Nominees Limited	2,126	4,698.46
25/01/2011	IAG Nominees Limited	11,426	25,594.24
25/01/2011	IAG Nominees Limited	18,148	40,651.52
27/01/2011	IAG Nominees Limited	8,473	18,640.60
27/01/2011	IAG Nominees Limited	13,463	29,618.60
1/03/2011	IAG Nominees Limited	-8,614	-16,022.04
1/03/2011	IAG Nominees Limited	-946	-1,759.56
19/04/2011	IAG Nominees Limited	110,568	.00
19/04/2011	IAG Nominees Limited	188,709	.00
19/04/2011	IAG Nominees Limited	-110,568	.00
19/04/2011	IAG Nominees Limited	-188,709	.00
	<b>Total</b>	<b>83,776</b>	<b>182,934.18</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
14/09/2010	JP Morgan Chase Bank	26,962	54,732.86
2/11/2010	JP Morgan Chase Bank	272,878	603,060.38
15/02/2011	JP Morgan Chase Bank	128,663	252,179.48
22/03/2011	JP Morgan Chase Bank	-128,958	-212,780.70
19/04/2011	JP Morgan Chase Bank	233,643	.00
19/04/2011	JP Morgan Chase Bank	23,110	.00
19/04/2011	JP Morgan Chase Bank	-233,643	.00
19/04/2011	JP Morgan Chase Bank	-23,110	.00
	<b>Total</b>	<b>299,545</b>	<b>697,192.02</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
3/09/2010	National Australia Bank Limited	2,676	5,244.96
3/09/2010	National Australia Bank Limited	14,925	29,253.00
8/09/2010	National Australia Bank Limited	1,298	2,634.94
8/09/2010	National Australia Bank Limited	9,411	19,104.33
9/09/2010	National Australia Bank Limited	2,086	4,276.30
9/09/2010	National Australia Bank Limited	12,579	25,786.95
14/09/2010	National Australia Bank Limited	3,437	6,942.74
14/09/2010	National Australia Bank Limited	-25,747	-52,008.94
24/09/2010	National Australia Bank Limited	992	2,043.52
24/09/2010	National Australia Bank Limited	-15,943	-32,842.58
20/10/2010	National Australia Bank Limited	2,579	5,622.22
20/10/2010	National Australia Bank Limited	44,032	95,989.76
21/10/2010	National Australia Bank Limited	1,176	2,598.96
21/10/2010	National Australia Bank Limited	6,702	14,811.42
25/01/2011	National Australia Bank Limited	10,030	22,467.20



25/01/2011	National Australia Bank Limited	79,238	177,493.12
27/01/2011	National Australia Bank Limited	7,443	16,374.60
27/01/2011	National Australia Bank Limited	43,863	96,498.60
19/04/2011	National Australia Bank Limited	104,331	.00
19/04/2011	National Australia Bank Limited	614,832	.00
19/04/2011	National Australia Bank Limited	-104,331	.00
19/04/2011	National Australia Bank Limited	-614,832	.00
	<b>Total</b>	<b>200,777</b>	<b>442,291.10</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
8/09/2010	National Australian Custodian Services	48,419	99,258.95
8/09/2010	National Australian Custodian Services	25,140	51,537.00
8/09/2010	National Australian Custodian Services	9,653	19,788.65
8/10/2010	National Australian Custodian Services	50,279	104,077.53
8/10/2010	National Australian Custodian Services	26,116	54,060.12
8/10/2010	National Australian Custodian Services	10,028	20,757.96
2/03/2011	National Australian Custodian Services	115,779	209,559.99
11/04/2011	National Australian Custodian Services	15,000	25,650.00
19/04/2011	National Australian Custodian Services	1,480,950	.00
19/04/2011	National Australian Custodian Services	769,253	.00
19/04/2011	National Australian Custodian Services	394,611	.00
		-	
19/04/2011	National Australian Custodian Services	1,480,950	.00
19/04/2011	National Australian Custodian Services	-769,253	.00
19/04/2011	National Australian Custodian Services	-394,611	.00
	<b>Total</b>	<b>300,414</b>	<b>584,690.20</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
8/09/2010	National Nominees Limited	14,674	30,081.70
8/10/2010	National Nominees Limited	15,243	31,553.01
19/04/2011	National Nominees Limited	448,995	.00
19/04/2011	National Nominees Limited	-448,995	.00
	<b>Total</b>	<b>29,917</b>	<b>61,634.71</b>

**BT Investment Management (RE) Limited Total**  
: 2,108,239 4,495,448.71

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**Westpac Staff Superannuation Plan PTY LTD**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
19/04/2011	HSBC Custody Nominees (Australia) Limited.	61,680	.00
19/04/2011	HSBC Custody Nominees (Australia) Limited.	-61,680	.00
	<b>Total</b>		<b>.00</b>

**Westpac Staff Superannuation Plan PTY LTD**  
**Total :** .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

Rebecca Farrell – Company Secretary WBC– 27/04/2011

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

Castlereagh Trust	Australia	Value Nominees Pty Limited	Australia
CBA Limited	Australia	W1 Investments Pty Limited	Australia
Challenge Finance Pty Limited	Australia	Waratah Receivables Corp Pty Limited	Australia
Challenge Limited	Australia	Waratah Securities Australia Limited	Australia
Chifley Services Pty Limited	Australia	Westpac (NZ) Investments Limited	New Zealand
Codrington S.a.r.l.	Luxembourg	Westpac Administration Pty Limited	Australia
Crusade ABS Series 2008-1	Australia	Westpac Altitude Rewards Trust	Australia
Crusade ABS Series 2008-2	Australia	Westpac Americas Inc.	USA
Crusade CP Management Pty Limited	Australia	Westpac Asian Lending Pty Limited	Australia
Crusade CP No.1 Pty Limited	Australia	Westpac Asset Services Pty Limited	Australia
Crusade CP Trust No. 41	Australia	Westpac Bank of Tonga	Tonga
Crusade CP Trust No. 44	Australia	Westpac Bank Samoa Limited	Samoa
Crusade CP Trust No. 48	Australia	Westpac Bank-PNG-Limited	Papua New Guinea
Crusade CP Trust No. 49	Australia	Westpac Capital Corporation	USA
Crusade CP Trust No. 50	Australia	Westpac Capital Holdings Inc.	USA
Crusade CP Trust No. 52	Australia	Westpac Capital Trust III	USA
Crusade CP Trust No. 53	Australia	Westpac Capital Trust IV	USA
Crusade CP Trust No. 54	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade CP Trust No. 55	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Trust No. 56	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 57	Australia	Westpac Custodian Nominees Limited	Australia
Crusade CP Trust No. 58	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 60	Australia	Westpac Delta LLC	USA
Crusade Euro Trust 1E of 2004	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade Euro Trust 1E of 2006	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade Euro Trust 1E of 2007	Australia	Westpac Equipment Finance Limited	Australia
Crusade Global Trust 1 of 2003	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade Global Trust 1 of 2004	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade Global Trust 1 of 2005	Australia	Westpac Equity Pty Limited	Australia
Crusade Global Trust 1 of 2006	Australia	Westpac Europe Limited	UK
Crusade Global Trust 1 of 2007	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Global Trust 2 of 2003	Australia	Westpac Financial Consultants Limited	Australia
Crusade Global Trust 2 of 2004	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade Global Trust 2 of 2005	Australia	Westpac Financial Services Group Limited	Australia
Crusade Global Trust 2 of 2006	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Crusade Management Limited	Australia	Westpac Financial Services Limited	Australia
Crusade Trust 1A of 2005	Australia	Westpac Funding Holdings Pty Limited	Australia
Crusade Trust 2P of 2008	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
Danaby Pty Limited	Australia	Westpac Funds Financing Pty Limited	Australia
Dragon Investment Services Limited	Australia	Westpac General Insurance Limited	Australia
Dysty Pty Limited	Australia	Westpac General Insurance Services Limited	Australia
Enfield Downs Pty Limited	Australia	Westpac Group Investment-NZ-Limited	New Zealand
FAI No. 2 Trust	Australia	Westpac Group Investments Australia Pty Limited	Australia
First Residential Property Trust	Australia	Westpac Holdings-NZ-Limited	New Zealand
G.C.L. Investments Pty Limited	Australia	Westpac Investment Capital Corporation	USA
Gemini Trust	Australia	Westpac Investment Vehicle No.2 Pty Limited	Australia
General Credit Holdings Pty Limited	Australia	Westpac Investment Vehicle No.3 Pty Limited	Australia
General Credits Pty Limited	Australia	Westpac Investment Vehicle No.4 Pty Limited	Australia
Halcyon Securities Limited	Australia	Westpac Investment Vehicle Pty Limited	Australia
Hastings Advisers LLC	USA	Westpac Investments U.K. Limited	UK
Hastings Forestry Investments Limited	New Zealand	Westpac Leasing Nominees-Vic.-Pty Limited	Australia

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

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

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