
Form 603

Corporations Law
Section 671B

Notice of initial substantial holder

To Company Name/Scheme BC IRON LIMITED

ACN/ARSN ABN 21 120 646 924

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 28/02/2013

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)
ORDINARY SHARES	6,513,835	6,513,835	5.31%

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.	868,972
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	129,221

		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 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.	24,695
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.	471,223
BT Investment Management (RE) Limited	Australia and New Zealand Banking Group Limited National Australia Bank Limited IAG Nominees Limited BNP Fund Services Australasia Pty Limited National Nominees Limited Citicorp Nominees Pty 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.	4,725,143
Westpac RE Limited	HSBC Custody Nominees (Australia) Limited.	Westpac RE Pty Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that	294,581

		capacity, can exercise the power to vote or dispose of the shares.	
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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
BT Funds Management Limited	See Schedule	See Schedule	
Asgard Capital Management Limited	See Schedule	See Schedule	
Westpac RE Limited	See Schedule	See Schedule	
BT Funds Management No.2 Limited	See Schedule	See Schedule	
Advance Asset Management 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
BT Funds Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Asgard Capital Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Westpac RE 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
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (RE) Limited	Level 14, Chifley Tower, 2 Chifley Square,

	Sydney NSW 2000
BC IRON LIMITED	The Company Secretary, BC Iron Limited (BCI) Level 1, 15 Rheola Street WEST PERTH WA 6005 Tel: 08 6311 3400 Fax: 08 6311 3449

Signature

print name Tim Hartin capacity Company Secretary

sign here _____ date 04/3/2013

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 6 of 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 to 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 : 28/10/2012 to 28/02/2013
SECURITY: BCI

Advance Asset Management Limited

Date	Registered Company	Quantity	Value
20/11/2012	HSBC Custody Nominees (Australia) Limited.	-3,100	-9,269.00
20/11/2012	HSBC Custody Nominees (Australia) Limited.	-31,831	-95,174.69
27/11/2012	HSBC Custody Nominees (Australia) Limited.	7,235	21,053.85
12/12/2012	HSBC Custody Nominees (Australia) Limited.	5,500	17,380.00
17/12/2012	HSBC Custody Nominees (Australia) Limited.	100,669	338,247.84
18/12/2012	HSBC Custody Nominees (Australia) Limited.	15,430	.00
18/12/2012	HSBC Custody Nominees (Australia) Limited.	35,000	.00
18/12/2012	HSBC Custody Nominees (Australia) Limited.	51,269	.00
18/12/2012	HSBC Custody Nominees (Australia) Limited.	54,376	184,878.40
2/01/2013	HSBC Custody Nominees (Australia) Limited.	-560	-2,049.60
17/01/2013	HSBC Custody Nominees (Australia) Limited.	16,500	56,265.00
17/01/2013	HSBC Custody Nominees (Australia) Limited.	45,000	153,450.00
17/01/2013	HSBC Custody Nominees (Australia) Limited.	46,072	157,105.52
27/02/2013	HSBC Custody Nominees (Australia) Limited.	17,849	69,611.10
	Total	359,409	891,498.42
	Advance Asset Management Limited Total :	359,409	891,498.42

Asgard Capital Management Limited

Date	Registered Company	Quantity	Value
21/12/2012	ASGARD Capital Management Limited	-2,000	-6,620.00
23/01/2013	ASGARD Capital Management Limited	-436	-1,552.16
24/01/2013	ASGARD Capital Management Limited	2,594	.00
24/01/2013	ASGARD Capital Management Limited	3,891	.00
29/01/2013	ASGARD Capital Management Limited	2,594	10,012.84
29/01/2013	ASGARD Capital Management Limited	3,891	15,019.26
29/01/2013	ASGARD Capital Management Limited	-2,594	.00
29/01/2013	ASGARD Capital Management Limited	-3,891	.00
	Total	4,049	16,859.94
	Asgard Capital Management Limited Total :	4,049	16,859.94

BT Funds Management Limited

Date	Registered Company	Quantity	Value
14/11/2012	BT Portfolio Services Limited	2,500	7,425.00
14/11/2012	BT Portfolio Services Limited	-2,500	-7,425.00
2/01/2013	BT Portfolio Services Limited	6,750	24,678.00
24/01/2013	BT Portfolio Services Limited	3,891	11,828.64
24/01/2013	BT Portfolio Services Limited	2,594	7,885.76
24/01/2013	BT Portfolio Services Limited	3,891	11,828.64
12/02/2013	BT Portfolio Services Limited	-3,500	-12,799.85
20/02/2013	BT Portfolio Services Limited	-11,891	-45,144.18
27/02/2013	BT Portfolio Services Limited	2,560	10,020.35
	Total	4,295	8,297.36

BT Funds Management Limited Total :	4,295	8,297.36
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BT Funds Management No.2 Limited

Date	Registered Company	Quantity	Value
17/01/2013	HSBC Custody Nominees (Australia) Limited.	283,982	968,378.62
24/01/2013	HSBC Custody Nominees (Australia) Limited.	15,687	54,904.50
29/01/2013	HSBC Custody Nominees (Australia) Limited.	1,694	5,945.94
31/01/2013	HSBC Custody Nominees (Australia) Limited.	408	1,432.08
1/02/2013	HSBC Custody Nominees (Australia) Limited.	17	59.67
15/02/2013	HSBC Custody Nominees (Australia) Limited.	36,116	135,073.84
18/02/2013	HSBC Custody Nominees (Australia) Limited.	7,504	28,140.00
18/02/2013	HSBC Custody Nominees (Australia) Limited.	30,901	116,187.76
19/02/2013	HSBC Custody Nominees (Australia) Limited.	12,983	48,816.08
21/02/2013	HSBC Custody Nominees (Australia) Limited.	3,614	13,588.64
28/02/2013	HSBC Custody Nominees (Australia) Limited.	78,317	311,701.66
	Total	471,223	1,684,228.79

BT Funds Management No.2 Limited Total :	471,223	1,684,228.79
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BT Investment Management (RE) Limited

Date	Registered Company	Quantity	Value
17/01/2013	Australia and New Zealand Banking Group Limited	26,439	90,156.99
24/01/2013	Australia and New Zealand Banking Group Limited	1,533	5,365.50
29/01/2013	Australia and New Zealand Banking Group Limited	161	565.11
31/01/2013	Australia and New Zealand Banking Group Limited	39	136.89
1/02/2013	Australia and New Zealand Banking Group Limited	02	7.02
15/02/2013	Australia and New Zealand Banking Group Limited	3,562	13,321.88
18/02/2013	Australia and New Zealand Banking Group Limited	2,921	10,982.96
18/02/2013	Australia and New Zealand Banking Group Limited	710	2,662.50
19/02/2013	Australia and New Zealand Banking Group Limited	1,228	4,617.28
21/02/2013	Australia and New Zealand Banking Group Limited	342	1,285.92
28/02/2013	Australia and New Zealand Banking Group Limited	7,404	29,467.92
	Total	44,341	158,569.97

Date	Registered Company	Quantity	Value
17/01/2013	BNP Fund Services Australasia Pty Limited	116,292	396,555.72
	Total	116,292	396,555.72

Date	Registered Company	Quantity	Value
17/01/2013	Citicorp Nominees Pty Limited	243,223	829,390.43
	Total	243,223	829,390.43

Date	Registered Company	Quantity	Value
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12/12/2012	HSBC Custody Nominees (Australia) Limited.	-115,516	-367,340.88
18/12/2012	HSBC Custody Nominees (Australia) Limited.	75,658	.00
18/12/2012	HSBC Custody Nominees (Australia) Limited.	911,185	.00
9/01/2013	HSBC Custody Nominees (Australia) Limited.	-72,351	-259,016.58
10/01/2013	HSBC Custody Nominees (Australia) Limited.	-52,649	-189,536.40
11/01/2013	HSBC Custody Nominees (Australia) Limited.	-64,117	-228,897.69
11/01/2013	HSBC Custody Nominees (Australia) Limited.	-50,883	-183,178.80
14/01/2013	HSBC Custody Nominees (Australia) Limited.	-75,424	-269,263.68
14/01/2013	HSBC Custody Nominees (Australia) Limited.	-45,473	-162,793.34
15/01/2013	HSBC Custody Nominees (Australia) Limited.	-42,236	-149,093.08
17/01/2013	HSBC Custody Nominees (Australia) Limited.	1,369,337	4,669,439.17
23/01/2013	HSBC Custody Nominees (Australia) Limited.	-100,000	-354,000.00
24/01/2013	HSBC Custody Nominees (Australia) Limited.	74,397	260,389.50
29/01/2013	HSBC Custody Nominees (Australia) Limited.	8,113	28,476.63
31/01/2013	HSBC Custody Nominees (Australia) Limited.	1,954	6,858.54
1/02/2013	HSBC Custody Nominees (Australia) Limited.	82	287.82
15/02/2013	HSBC Custody Nominees (Australia) Limited.	175,102	654,881.48
18/02/2013	HSBC Custody Nominees (Australia) Limited.	36,206	135,772.50
18/02/2013	HSBC Custody Nominees (Australia) Limited.	149,080	560,540.80
19/02/2013	HSBC Custody Nominees (Australia) Limited.	62,639	235,522.64
21/02/2013	HSBC Custody Nominees (Australia) Limited.	17,437	65,563.12
28/02/2013	HSBC Custody Nominees (Australia) Limited.	377,838	1,503,795.24
	Total	2,640,379	5,958,406.99

Date	Registered Company	Quantity	Value
17/01/2013	IAG Nominees Limited	58,677	200,088.57
17/01/2013	IAG Nominees Limited	58,821	200,579.61
22/01/2013	IAG Nominees Limited	-16,136	-55,346.48
23/01/2013	IAG Nominees Limited	-9,784	-34,733.20
	Total	91,578	310,588.50

Date	Registered Company	Quantity	Value
17/01/2013	National Australia Bank Limited	44,832	152,877.12
	Total	44,832	152,877.12

Date	Registered Company	Quantity	Value
17/01/2013	National Australian Custodian Services	237,589	810,178.49
17/01/2013	National Australian Custodian Services	123,411	420,831.51
17/01/2013	National Australian Custodian Services	65,468	223,245.88
24/01/2013	National Australian Custodian Services	13,706	47,971.00
24/01/2013	National Australian Custodian Services	7,119	24,916.50
24/01/2013	National Australian Custodian Services	3,776	13,216.00
29/01/2013	National Australian Custodian Services	1,443	5,064.93
29/01/2013	National Australian Custodian Services	749	2,628.99
29/01/2013	National Australian Custodian Services	397	1,393.47
31/01/2013	National Australian Custodian Services	348	1,221.48
31/01/2013	National Australian Custodian Services	180	631.80
31/01/2013	National Australian Custodian Services	96	336.96
1/02/2013	National Australian Custodian Services	15	52.65
1/02/2013	National Australian Custodian Services	08	28.08
1/02/2013	National Australian Custodian Services	04	14.04
15/02/2013	National Australian Custodian Services	32,108	120,083.92
15/02/2013	National Australian Custodian Services	16,676	62,368.24
15/02/2013	National Australian Custodian Services	8,849	33,095.26

18/02/2013	National Australian Custodian Services	6,379	23,921.25
18/02/2013	National Australian Custodian Services	26,266	98,760.16
18/02/2013	National Australian Custodian Services	13,643	51,297.68
18/02/2013	National Australian Custodian Services	3,313	12,423.75
18/02/2013	National Australian Custodian Services	7,238	27,214.88
18/02/2013	National Australian Custodian Services	1,758	6,592.50
19/02/2013	National Australian Custodian Services	11,036	41,495.36
19/02/2013	National Australian Custodian Services	5,732	21,552.32
19/02/2013	National Australian Custodian Services	3,041	11,434.16
21/02/2013	National Australian Custodian Services	3,072	11,550.72
21/02/2013	National Australian Custodian Services	1,596	6,000.96
21/02/2013	National Australian Custodian Services	847	3,184.72
28/02/2013	National Australian Custodian Services	66,569	264,944.62
28/02/2013	National Australian Custodian Services	34,577	137,616.46
28/02/2013	National Australian Custodian Services	18,344	73,009.12
	Total	715,353	2,558,277.86

Date	Registered Company	Quantity	Value
17/01/2013	National Nominees Limited	71,929	245,277.89
24/01/2013	National Nominees Limited	4,157	14,549.50
29/01/2013	National Nominees Limited	437	1,533.87
31/01/2013	National Nominees Limited	105	368.55
1/02/2013	National Nominees Limited	04	14.04
15/02/2013	National Nominees Limited	9,713	36,326.62
18/02/2013	National Nominees Limited	7,951	29,895.76
18/02/2013	National Nominees Limited	1,931	7,241.25
19/02/2013	National Nominees Limited	3,341	12,562.16
21/02/2013	National Nominees Limited	930	3,496.80
28/02/2013	National Nominees Limited	20,151	80,200.98
	Total	120,649	431,467.42

BT Investment Management (RE) Limited Total

: **4,016,647** **10,796,134.01**

Westpac RE Limited

Date	Registered Company	Quantity	Value
18/12/2012	HSBC Custody Nominees (Australia) Limited.	37,110	.00
17/01/2013	HSBC Custody Nominees (Australia) Limited.	36,000	122,760.00
	Total	73,110	122,760.00
	Westpac RE Limited Total :	73,110	122,760.00

ANNEXURE A – ASSOCIATED COMPANIES

This is the annexure 'A' (being 3 pages) referred to in Form 603, Notice of initial substantial holder, lodged for Westpac and its associated entities

Tim Hartin – Company Secretary WBC – 28/02/2013

Westpac Banking Corporation	Australia	RAMS Financial Group Pty Limited	Australia
1925 (Commercial) Pty Limited	Australia	RMS Warehouse Trust 2007-1	Australia
1925 (Industrial) Pty Limited	Australia	Sallmoor Pty Limited	Australia
1925 Advances Pty Limited	Australia	Securitor Financial Group Limited	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Seed Pool Trust No. 2	Australia
Advance Asset Management Limited	Australia	Series 2005-1G WST Trust	Australia
Altitude Administration Pty Limited	Australia	Series 2007-1G WST Trust	Australia
Altitude Rewards Pty Limited	Australia	Series 2008-1M WST Trust	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2009-1 WST Trust	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	Series 2011-1 WST Trust	Australia
Ascalon Capital Managers Limited	Australia	Series 2011-2 WST Trust	Australia
Ascalon Funds Seed Pool Trust	Australia	Series 2011-3 WST Trust	Australia
Asgard Capital Management Limited	Australia	Series 2012-1 WST Trust	Australia
Asgard Wealth Solutions Limited	Australia	Series 2013-1 WST Trust	Australia
Athena Finance Pty Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Australian Loan Processing Security Company Pty Limited	Australia	Southern Cross Inc.	USA
Australian Loan Processing Security Trust	Australia	St.George Business Finance Pty Limited	Australia
Belliston Pty Limited	Australia	St.George Custodial Pty Limited	Australia
Bill Acceptance Corporation Limited	Australia	St.George Equity Finance Limited	Australia
BLE Capital Investments Pty Limited	Australia	St.George Finance Holdings Limited	Australia
BLE Capital Limited	Australia	St.George Finance Limited	Australia
BLE Development Pty Limited	Australia	St.George Group Holdings Pty Limited	Australia
BLE Holdings Pty Limited	Australia	St.George Life Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Motor Finance Limited	Australia
BT Australia Pty Limited	Australia	St.George Procurement Management Pty Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	St.George Security Holdings Pty Limited	Australia
BT Financial Group Pty Limited	Australia	Sydney Capital Corp Inc.	USA
BT Funds Management (NZ) Limited	New Zealand	Tavarua Funding Trust III	USA
BT Funds Management Limited	Australia	Tavarua Funding Trust IV	USA
BT Funds Management No.2 Limited	Australia	Teuton Pty Limited	Australia
BT Investment Management (RE) Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Investment Management (Fund Services) Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Investment Management Limited	Australia	The Warehouse Financial Services Limited	New Zealand
BT Life Limited	Australia	TIF International 1 Pty Limited	Australia
BT Long Term Income Fund	Australia	Value Nominees Pty Limited	Australia
BT Portfolio Services Limited	Australia	W1 Investments Pty Limited	Australia
BT Private Nominees Pty Limited (formerly known as BT Investment Management No.2 Limited)	Australia	Waratah Receivables Corp Pty Limited	Australia
BT Securities Limited	Australia	Waratah Securities Australia Limited	Australia

BT Short Term Income Fund	Australia	Westpac (NZ) Investments Limited	New Zealand
BTIM UK Limited	UK	Westpac Administration Pty Limited	Australia
Castlereagh Trust	Australia	Westpac Altitude Rewards Trust	Australia
CBA Limited	Australia	Westpac Americas Inc.	USA
Challenge Finance Pty Limited	Australia	Westpac Asian Lending Pty Limited	Australia
Challenge Limited	Australia	Westpac Bank of Tonga	Tonga
Codrington S.a.r.l.	Luxembourg	Westpac Bank Samoa Limited	Samoa
Crusade ABS Series 2008-2	Australia	Westpac Bank-PNG-Limited	Papua New Guinea
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Capital Corporation	USA
Crusade CP Management Pty Limited	Australia	Westpac Capital Holdings Inc.	USA
Crusade CP No.1 Pty Limited	Australia	Westpac Capital Markets Holding Corp.	USA
Crusade CP Trust No. 41	Australia	Westpac Capital Markets LLC	USA
Crusade CP Trust No. 44	Australia	Westpac Capital Trust III	USA
Crusade CP Trust No. 48	Australia	Westpac Capital Trust IV	USA
Crusade CP Trust No. 49	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade CP Trust No. 50	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Trust No. 52	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 53	Australia	Westpac Covered Bond Trust New	Australia
Crusade CP Trust No. 54	Australia	Westpac Custodian Nominees Limited	Australia
Crusade CP Trust No. 55	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 56	Australia	Westpac Delta LLC	USA
Crusade CP Trust No. 57	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade CP Trust No. 58	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 2004	Australia	Westpac Europe Limited	UK
Crusade Global Trust 1 of 2005	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Global Trust 1 of 2006	Australia	Westpac Financial Consultants Limited	Australia
Crusade Global Trust 1 of 2007	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade Global Trust 2 of 2004	Australia	Westpac Financial Services Group Limited	Australia
Crusade Global Trust 2 of 2005	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Crusade Global Trust 2 of 2006	Australia	Westpac Financial Services Limited	Australia
Crusade Management Limited	Australia	Westpac Funding Holdings Pty Limited	Australia
Crusade Trust 1A of 2005	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
Crusade 2P Trust of 2008	Australia	Westpac Funds Financing Pty Limited	Australia
Danaby Pty Limited	Australia	Westpac General Insurance Limited	Australia
eQR Securities Pty. Limited	Australia	Westpac General Insurance Services Limited	Australia
FAI Trust No 2	Australia	Westpac Group Investment-NZ-Limited	New Zealand
G.C.L. Investments Pty Limited	Australia	Westpac Group Investments Australia Pty Limited	Australia
Gemini Trust	Australia	Westpac Holdings-NZ-Limited	New Zealand
General Credit Holdings Pty Limited	Australia	Westpac Investment Capital Corporation	USA
General Credits Pty Limited	Australia	Westpac Investment Vehicle No.2 Pty Limited	Australia
Halcyon Securities Limited	Australia	Westpac Investment Vehicle No.3 Pty Limited	Australia

Hastings Advisers LLC	USA	Westpac Investment Vehicle Pty Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac Investments U.K. Limited	UK
Hastings Forests Australia Pty Limited	Australia	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Funds Management Asia Pty. Limited	Singapore	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 New Zealand Group Limited	New Zealand
Hastings Group Pty Limited	Australia	Westpac New Zealand Limited	New Zealand
Hastings Investment Capital LP	USA	Westpac Nominees-NZ-Limited	New Zealand
Hastings Investments GP LLC	USA	Westpac NZ Covered Bond Holdings Limited	New Zealand
Hastings Investment Management Pty Ltd (formerly Hastings Private Equity Fund IIB Pty Limited)	Australia	Westpac NZ Covered Bond Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac NZ Leasing Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac NZ Operations Limited	New Zealand
Hickory Trust	Australia	Westpac NZ Securitisation Holdings Limited	New Zealand
Hitton Pty Limited	Australia	Westpac NZ Securitisation Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac NZ Securitisation No. 2 Limited	New Zealand
J O Hambro Capital Management Holdings Limited	UK	Westpac Overseas Holdings No. 2 Pty Limited	Australia
J O Hambro Capital Management Limited	UK	Westpac Overseas Holdings Pty Limited	Australia
JOHCM (Singapore) Pte Limited	Singapore	Westpac Pacific Limited Partnership	Australia
JOHCM (USA) General Partner Inc	USA	Westpac Private Equity Pty Limited	Australia
JOHCMG Share Trustee Limited	UK	Westpac Properties Limited	Australia
Magnitude Group Pty Limited	Australia	Westpac RE Limited	Australia
MIF Custodian Trust	New Zealand	Westpac Securities Administration Limited	Australia
Mortgage Management Limited	Australia	Westpac Securities Inc.	USA
Nationwide Management Pty Limited	Australia	Westpac Securities Limited	Australia
Net Nominees Limited	Australia	Westpac Securities NZ Limited	New Zealand
Number 120 Limited1	New Zealand	Westpac Securitisation Holdings Pty Limited	Australia
Oniston Pty Limited	Australia	Westpac Securitisation Management Pty Limited	Australia
Orion Trust	Australia	Westpac Singapore Limited	Singapore
Packaging Properties 1 Pty Limited	Australia	Westpac Structured Products Limited	Australia
Packaging Properties 2 Pty Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Packaging Properties 3 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
Phoenix Trust	Australia	Westpac USA Inc.	USA

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

BT Investment Management Limited (60%) Australia

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