



Investment  
Management

10 May 2013

Company Announcements Platform  
Australian Securities Exchange Limited  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam,

**Notice of Ceasing to be a Substantial Holder**

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Ceasing to be a Substantial Holder (Form 605) in respect of BC Iron Limited.

A notice in substantially the same terms will also be lodged with the ASX on behalf of Westpac Banking Corporation (WBC).

Yours faithfully,

Chris Millard  
Company Secretary

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## Form 605

Corporations Law  
Section 671B

### Notice of ceasing to be a substantial holder

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To Company Name/Scheme BC IRON LIMITED

ACN/ARSN ABN 21 120 646 924

#### 1. Details of substantial holder(1)

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

ACN/ARSN (if applicable) ABN 28 126 385 822

The holder ceased to be a substantial holder on 8/05/2013

The previous notice was given to the company on 04/03/2013

The previous notice was dated 28/02/2013

#### 2. Changes in relevant interests

Particulars of each change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
8/05/2013	WBC & its Associates Westpac Financial Services Group Limited (WFSG), BT Funds Management Limited, Asgard Capital Management Limited, Westpac RE Limited, BT Funds Management No.2 Limited, BT Investment Management (Fund Services) Limited, Advance Asset Management Limited, BT Investment Management (Institutional) Limited	See Schedule	See Schedule	See Schedule	See Schedule

#### 3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to the voting interests of the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

#### 4. 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 (WFSGL)	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
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Sydney, Sydney NSW 2000
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square SYDNEY NSW 2000
BC IRON LIMITED	BC Iron Limited (BCI) Level 1, 15 Rheola Street WEST PERTH WA 6005  Tel: +61 08 6311 3400 Fax: +61 08 6311 3449

#### Signature

print name Chris Millard capacity Company Secretary

sign here \_\_\_\_\_ date 10/5/2013

## 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 4 of the form.
- (2) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Law.
- (3) See the definition of “associate” in section 9 of the Corporations Law.
- (4) 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 a statement by the person giving full 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, the voting powers or disposal of the securities 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.
- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

**SCHEDULE 2**

Sales & Purchases for the period : 1/03/2013 to 8/05/2013

SECURITY: BCI

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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>
7/03/2013	HSBC Custody Nominees (Australia) Limited.	-9,159	-35,445.33
7/03/2013	HSBC Custody Nominees (Australia) Limited.	-9,747	-37,720.89
7/03/2013	HSBC Custody Nominees (Australia) Limited.	-38,927	-150,647.49
12/03/2013	HSBC Custody Nominees (Australia) Limited.	31,503	120,656.49
12/03/2013	HSBC Custody Nominees (Australia) Limited.	-11,135	-42,535.70
14/03/2013	HSBC Custody Nominees (Australia) Limited.	-2,412	-8,514.36
14/03/2013	HSBC Custody Nominees (Australia) Limited.	-7,527	-26,570.31
15/03/2013	HSBC Custody Nominees (Australia) Limited.	44,500	159,310.00
15/03/2013	HSBC Custody Nominees (Australia) Limited.	22,221	81,995.49
15/03/2013	HSBC Custody Nominees (Australia) Limited.	-5,407	-19,573.34
18/03/2013	HSBC Custody Nominees (Australia) Limited.	17,600	63,536.00
19/03/2013	HSBC Custody Nominees (Australia) Limited.	60,000	208,800.00
22/03/2013	HSBC Custody Nominees (Australia) Limited.	10,000	32,900.00
22/03/2013	HSBC Custody Nominees (Australia) Limited.	4,434	14,543.52
22/03/2013	HSBC Custody Nominees (Australia) Limited.	-1,532	-5,055.60
22/03/2013	HSBC Custody Nominees (Australia) Limited.	-2,168	-7,154.40
25/03/2013	HSBC Custody Nominees (Australia) Limited.	7,610	23,971.50
26/03/2013	HSBC Custody Nominees (Australia) Limited.	12,200	38,552.00
26/03/2013	HSBC Custody Nominees (Australia) Limited.	9,950	31,442.00
27/03/2013	HSBC Custody Nominees (Australia) Limited.	429	1,359.93
2/04/2013	HSBC Custody Nominees (Australia) Limited.	2,566	8,365.16
2/04/2013	HSBC Custody Nominees (Australia) Limited.	35,807	116,730.82
4/04/2013	HSBC Custody Nominees (Australia) Limited.	10,412	32,277.20
9/04/2013	HSBC Custody Nominees (Australia) Limited.	7,872	26,056.32
10/04/2013	HSBC Custody Nominees (Australia) Limited.	14,875	49,087.50
12/04/2013	HSBC Custody Nominees (Australia) Limited.	-2,700	-8,883.00
15/04/2013	HSBC Custody Nominees (Australia) Limited.	5,000	15,550.00
16/04/2013	HSBC Custody Nominees (Australia) Limited.	10,674	33,089.40
18/04/2013	HSBC Custody Nominees (Australia) Limited.	26,069	81,074.59
18/04/2013	HSBC Custody Nominees (Australia) Limited.	11,577	36,004.47
19/04/2013	HSBC Custody Nominees (Australia) Limited.	7,489	23,665.24
22/04/2013	HSBC Custody Nominees (Australia) Limited.	5,343	17,418.18
23/04/2013	HSBC Custody Nominees (Australia) Limited.	5,690	18,549.40
26/04/2013	HSBC Custody Nominees (Australia) Limited.	15,896	52,774.72
26/04/2013	HSBC Custody Nominees (Australia) Limited.	11,557	38,138.10
1/05/2013	HSBC Custody Nominees (Australia) Limited.	-1,100	-3,696.00
	<b>Total</b>	<b>299,460</b>	<b>980,051.61</b>
	<b>Advance Asset Management Limited Total :</b>	<b>299,460</b>	<b>980,051.61</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>
4/03/2013	ASGARD Capital Management Limited	2,040	8,098.80
12/03/2013	ASGARD Capital Management Limited	4,440	16,872.00
12/03/2013	ASGARD Capital Management Limited	-4,440	-16,872.00
25/03/2013	ASGARD Capital Management Limited	-2,040	-6,405.60

15/04/2013	ASGARD Capital Management Limited	996	3,127.44
15/04/2013	ASGARD Capital Management Limited	-996	-3,127.44
8/05/2013	ASGARD Capital Management Limited	1,820	5,969.60
8/05/2013	ASGARD Capital Management Limited	2,140	7,019.20
8/05/2013	ASGARD Capital Management Limited	3,479	11,411.12
8/05/2013	ASGARD Capital Management Limited	-3,479	-11,411.12
8/05/2013	ASGARD Capital Management Limited	-1,820	-5,969.60
8/05/2013	ASGARD Capital Management Limited	-2,140	-7,019.20
	<b>Total</b>		<b>1,693.20</b>

**Asgard Capital Management Limited Total : 1,693.20**

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**BT Funds Management Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
18/03/2013	BT Portfolio Services Limited	-2,891	-10,464.26
22/03/2013	BT Portfolio Services Limited	-9,310	-30,593.59
12/04/2013	BT Portfolio Services Limited	966	3,204.80
12/04/2013	BT Portfolio Services Limited	846	2,828.18
7/05/2013	BT Portfolio Services Limited	4,362	14,038.22
	<b>Total</b>	<b>-6,027</b>	<b>-20,986.65</b>

**BT Funds Management Limited Total : -6,027 -20,986.65**

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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>
4/03/2013	HSBC Custody Nominees (Australia) Limited.	31,152	123,361.92
5/03/2013	HSBC Custody Nominees (Australia) Limited.	46,749	181,853.61
6/03/2013	HSBC Custody Nominees (Australia) Limited.	11,685	45,922.05
22/04/2013	HSBC Custody Nominees (Australia) Limited.	-10,760	-34,862.40
2/05/2013	HSBC Custody Nominees (Australia) Limited.	-14,034	-44,207.10
2/05/2013	HSBC Custody Nominees (Australia) Limited.	-10,173	-31,739.76
2/05/2013	HSBC Custody Nominees (Australia) Limited.	-190	-594.7
3/05/2013	HSBC Custody Nominees (Australia) Limited.	-17,481	-54,365.91
3/05/2013	HSBC Custody Nominees (Australia) Limited.	-177	-552.24
3/05/2013	HSBC Custody Nominees (Australia) Limited.	-2,289	-7,118.79
6/05/2013	HSBC Custody Nominees (Australia) Limited.	-1,337	-4,238.29
6/05/2013	HSBC Custody Nominees (Australia) Limited.	-7,594	-24,072.98
6/05/2013	HSBC Custody Nominees (Australia) Limited.	-12	-38.04
7/05/2013	HSBC Custody Nominees (Australia) Limited.	-1,421	-4,547.20
7/05/2013	HSBC Custody Nominees (Australia) Limited.	-22,321	-71,203.99
7/05/2013	HSBC Custody Nominees (Australia) Limited.	-572	-1,830.40
8/05/2013	HSBC Custody Nominees (Australia) Limited.	-68,327	-222,746.02
	<b>Total</b>	<b>-67,102</b>	<b>-150,980.24</b>

**BT Funds Management No.2 Limited Total : -67,102 -150,980.24**

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**BT Investment Management (Fund Services) Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
4/03/2013	Australia and New Zealand Banking Group Limited	2,945	11,662.20
5/03/2013	Australia and New Zealand Banking Group Limited	4,420	17,193.80
6/03/2013	Australia and New Zealand Banking Group Limited	1,105	4,342.65

2/05/2013	Australia and New Zealand Banking Group Limited	-1,349	-4,249.35
2/05/2013	Australia and New Zealand Banking Group Limited	-978	-3,051.36
2/05/2013	Australia and New Zealand Banking Group Limited	-18	-56.34
3/05/2013	Australia and New Zealand Banking Group Limited	-220	-684.2
3/05/2013	Australia and New Zealand Banking Group Limited	-1,680	-5,224.80
3/05/2013	Australia and New Zealand Banking Group Limited	-17	-53.04
6/05/2013	Australia and New Zealand Banking Group Limited	-730	-2,314.10
6/05/2013	Australia and New Zealand Banking Group Limited	-1	-3.18
6/05/2013	Australia and New Zealand Banking Group Limited	-129	-408.93
7/05/2013	Australia and New Zealand Banking Group Limited	-137	-438.4
7/05/2013	Australia and New Zealand Banking Group Limited	-2,145	-6,842.55
7/05/2013	Australia and New Zealand Banking Group Limited	-55	-176
8/05/2013	Australia and New Zealand Banking Group Limited	-6,568	-21,411.68
	<b>Total</b>	<b>-5,557</b>	<b>-11,715.28</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
16/04/2013	BNP Fund Services Australasia Pty Limited	-55,635	-171,912.15
	<b>Total</b>	<b>-55,635</b>	<b>-171,912.15</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
16/04/2013	Citicorp Nominees Pty Limited	-115,095	-355,643.55
	<b>Total</b>	<b>-115,095</b>	<b>-355,643.55</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
16/04/2013	IAG Nominees Limited	-27,212	-84,085.08
	<b>Total</b>	<b>-27,212</b>	<b>-84,085.08</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
16/04/2013	National Australia Bank Limited	-20,722	-64,030.98
	<b>Total</b>	<b>-20,722</b>	<b>-64,030.98</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
4/03/2013	National Australian Custodian Services	26,479	104,856.84
4/03/2013	National Australian Custodian Services	13,754	54,465.84
4/03/2013	National Australian Custodian Services	7,297	28,896.12
5/03/2013	National Australian Custodian Services	39,737	154,576.93
5/03/2013	National Australian Custodian Services	20,640	80,289.60
5/03/2013	National Australian Custodian Services	10,950	42,595.50
6/03/2013	National Australian Custodian Services	9,932	39,032.76
6/03/2013	National Australian Custodian Services	5,159	20,274.87
6/03/2013	National Australian Custodian Services	2,737	10,756.41
2/05/2013	National Australian Custodian Services	-164	-513.32
2/05/2013	National Australian Custodian Services	-8,774	-27,374.88
2/05/2013	National Australian Custodian Services	-12,102	-38,121.30
2/05/2013	National Australian Custodian Services	-85	-266.05
2/05/2013	National Australian Custodian Services	-6,286	-19,800.90
2/05/2013	National Australian Custodian Services	-4,557	-14,217.84
2/05/2013	National Australian Custodian Services	-2,418	-7,544.16
2/05/2013	National Australian Custodian Services	-45	-140.85
2/05/2013	National Australian Custodian Services	-3,335	-10,505.25
3/05/2013	National Australian Custodian Services	-15,075	-46,883.25
3/05/2013	National Australian Custodian Services	-153	-477.36
3/05/2013	National Australian Custodian Services	-1,975	-6,142.25
3/05/2013	National Australian Custodian Services	-79	-246.48
3/05/2013	National Australian Custodian Services	-7,830	-24,351.30
3/05/2013	National Australian Custodian Services	-1,026	-3,190.86
3/05/2013	National Australian Custodian Services	-4,154	-12,918.94

3/05/2013	National Australian Custodian Services	-42	-131.04
3/05/2013	National Australian Custodian Services	-544	-1,691.84
6/05/2013	National Australian Custodian Services	-1,153	-3,655.01
6/05/2013	National Australian Custodian Services	-10	-31.7
6/05/2013	National Australian Custodian Services	-6,549	-20,760.33
6/05/2013	National Australian Custodian Services	-3,402	-10,784.34
6/05/2013	National Australian Custodian Services	-5	-15.85
6/05/2013	National Australian Custodian Services	-599	-1,898.83
6/05/2013	National Australian Custodian Services	-318	-1,008.06
6/05/2013	National Australian Custodian Services	-1,804	-5,718.68
6/05/2013	National Australian Custodian Services	-3	-9.54
7/05/2013	National Australian Custodian Services	-19,250	-61,407.50
7/05/2013	National Australian Custodian Services	-493	-1,577.60
7/05/2013	National Australian Custodian Services	-1,225	-3,920.00
7/05/2013	National Australian Custodian Services	-256	-819.2
7/05/2013	National Australian Custodian Services	-636	-2,035.20
7/05/2013	National Australian Custodian Services	-9,999	-31,896.81
7/05/2013	National Australian Custodian Services	-5,304	-16,919.76
7/05/2013	National Australian Custodian Services	-338	-1,081.60
7/05/2013	National Australian Custodian Services	-136	-435.2
8/05/2013	National Australian Custodian Services	-58,924	-192,092.24
8/05/2013	National Australian Custodian Services	-30,607	-99,778.82
8/05/2013	National Australian Custodian Services	-16,237	-52,932.62
	<b>Total</b>	<b>-89,207</b>	<b>-187,551.89</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
4/03/2013	National Nominees Limited	8,016	31,743.36
5/03/2013	National Nominees Limited	12,029	46,792.81
6/03/2013	National Nominees Limited	3,007	11,817.51
2/05/2013	National Nominees Limited	-2,656	-8,286.72
2/05/2013	National Nominees Limited	-50	-156.5
2/05/2013	National Nominees Limited	-3,663	-11,538.45
3/05/2013	National Nominees Limited	-46	-143.52
3/05/2013	National Nominees Limited	-598	-1,859.78
3/05/2013	National Nominees Limited	-4,564	-14,194.04
6/05/2013	National Nominees Limited	-3	-9.54
6/05/2013	National Nominees Limited	-1,983	-6,286.11
6/05/2013	National Nominees Limited	-349	-1,106.33
7/05/2013	National Nominees Limited	-371	-1,187.20
7/05/2013	National Nominees Limited	-5,828	-18,591.32
7/05/2013	National Nominees Limited	-149	-476.8
8/05/2013	National Nominees Limited	-17,838	-58,151.88
	<b>Total</b>	<b>-15,046</b>	<b>-31,634.51</b>
	<b>BT Investment Management (Fund Services) Limited</b>		
	<b>Total :</b>	<b>-328,474</b>	<b>-906,573.44</b>

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#### **BT Investment Management (Institutional) Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
4/03/2013	HSBC Custody Nominees (Australia) Limited.	150,293	595,160.28
5/03/2013	HSBC Custody Nominees (Australia) Limited.	225,539	877,346.71
6/03/2013	HSBC Custody Nominees (Australia) Limited.	56,375	221,553.75
8/04/2013	HSBC Custody Nominees (Australia) Limited.	-35,709	-115,697.16
22/04/2013	HSBC Custody Nominees (Australia) Limited.	-54,153	-175,455.72
24/04/2013	HSBC Custody Nominees (Australia) Limited.	-39,949	-123,442.41
2/05/2013	HSBC Custody Nominees (Australia) Limited.	-67,397	-212,300.55



2/05/2013	HSBC Custody Nominees (Australia) Limited.	-915	-2,863.95
2/05/2013	HSBC Custody Nominees (Australia) Limited.	-48,860	-152,443.20
2/05/2013	HSBC Custody Nominees (Australia) Limited.	-8,580	-26,769.60
2/05/2013	HSBC Custody Nominees (Australia) Limited.	-11,834	-37,277.10
2/05/2013	HSBC Custody Nominees (Australia) Limited.	-161	-503.93
3/05/2013	HSBC Custody Nominees (Australia) Limited.	-83,955	-261,100.05
3/05/2013	HSBC Custody Nominees (Australia) Limited.	-10,996	-34,197.56
3/05/2013	HSBC Custody Nominees (Australia) Limited.	-852	-2,658.24
3/05/2013	HSBC Custody Nominees (Australia) Limited.	-1,931	-6,005.41
3/05/2013	HSBC Custody Nominees (Australia) Limited.	-14,741	-45,844.51
3/05/2013	HSBC Custody Nominees (Australia) Limited.	-150	-468
6/05/2013	HSBC Custody Nominees (Australia) Limited.	-56	-177.52
6/05/2013	HSBC Custody Nominees (Australia) Limited.	-36,469	-115,606.73
6/05/2013	HSBC Custody Nominees (Australia) Limited.	-6,423	-20,360.91
6/05/2013	HSBC Custody Nominees (Australia) Limited.	-10	-31.7
6/05/2013	HSBC Custody Nominees (Australia) Limited.	-1,128	-3,575.76
6/05/2013	HSBC Custody Nominees (Australia) Limited.	-6,404	-20,300.68
7/05/2013	HSBC Custody Nominees (Australia) Limited.	-107,201	-341,971.19
7/05/2013	HSBC Custody Nominees (Australia) Limited.	-6,822	-21,830.40
7/05/2013	HSBC Custody Nominees (Australia) Limited.	-2,748	-8,793.60
7/05/2013	HSBC Custody Nominees (Australia) Limited.	-1,198	-3,833.60
7/05/2013	HSBC Custody Nominees (Australia) Limited.	-483	-1,545.60
7/05/2013	HSBC Custody Nominees (Australia) Limited.	-18,824	-60,048.56
8/05/2013	HSBC Custody Nominees (Australia) Limited.	-328,156	-1,069,788.56
8/05/2013	HSBC Custody Nominees (Australia) Limited.	-57,623	-187,850.98
	<b>Total</b>	<b>-521,521</b>	<b>-1,358,682.44</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
15/03/2013	IAG Nominees Limited	-32,757	0
15/03/2013	IAG Nominees Limited	-32,757	0
15/03/2013	IAG Nominees Limited	32,757	0
	<b>Total</b>	<b>-32,757</b>	<b>0</b>
	<b>BT Investment Management (RE) Limited Total :</b>	<b>-554,278</b>	<b>-1,358,682</b>

## ANNEXURE A – ASSOCIATED COMPANIES

This is annexure 'A' (being 3 pages) referred to in Form 605, Notice of ceasing to be a substantial holder, lodged for Westpac and its associated entities

Tim Hartin – Company Secretary WBC – 8/05/2013

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

BTIM UK Limited	UK	Westpac Asian Lending Pty Limited	Australia
Castlereagh Trust	Australia	Westpac Bank of Tonga	Tonga
CBA Limited	Australia	Westpac Bank Samoa Limited	Samoa
Challenge Finance Pty Limited	Australia	Westpac Banking Corporation	Australia
Challenge Limited	Australia	Westpac Bank-PNG-Limited	Papua New Guinea
Codrington S.a.r.l.	Luxembourg	Westpac Capital Holdings Inc.	USA
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Capital Markets Holding Corp.	USA
Crusade CP Management Pty Limited	Australia	Westpac Capital Markets LLC	USA
Crusade CP No.1 Pty Limited	Australia	Westpac Capital Trust III	USA
Crusade CP Trust No. 41	Australia	Westpac Capital Trust IV	USA
Crusade CP Trust No. 44	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade CP Trust No. 48	Australia	Westpac Cash PIE Fund	New Zealand
Crusade CP Trust No. 49	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Trust No. 50	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 52	Australia	Westpac Covered Bond Trust New	Australia
Crusade CP Trust No. 53	Australia	Westpac Custodian Nominees Limited	Australia
Crusade CP Trust No. 54	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 55	Australia	Westpac Delta LLC	USA
Crusade CP Trust No. 56	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade CP Trust No. 57	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade CP Trust No. 58	Australia	Westpac Equipment Finance Limited	Australia
Crusade CP Trust No. 60	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 2005	Australia	Westpac Europe Limited	UK
Crusade Global Trust 1 of 2006	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Global Trust 1 of 2007	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 2P Trust of 2008	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
Danaby Pty Limited	Australia	Westpac Funds Financing Pty Limited	Australia
eQR Securities Pty. Limited	Australia	Westpac General Insurance Limited	Australia
FAI Trust No 2	Australia	Westpac General Insurance Services Limited	Australia
G.C.L. Investments Pty Limited	Australia	Westpac Group Investment-NZ-Limited	New Zealand
General Credit Holdings Pty Limited	Australia	Westpac Group Investments Australia Pty Limited	Australia
General Credits Pty Limited	Australia	Westpac Holdings-NZ-Limited	New Zealand
Halcyon Securities Limited	Australia	Westpac Investment Capital Corporation	USA
Hastings Advisers LLC	USA	Westpac Investment Vehicle No.2 Pty Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac Investment Vehicle Pty Limited	Australia
Hastings Funds Management Asia Pty. Limited	Singapore	Westpac Investments U.K. Limited	UK
Hastings Funds Management (UK) Limited	UK	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Funds Management (USA) Inc.	USA	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Funds Management Limited	Australia	Westpac Life Insurance Services Limited	Australia
Hastings Group Pty Limited	Australia	Westpac Life-NZ-Limited	New Zealand

Hastings Investment Capital LP	USA	Westpac New Zealand Group Limited	New Zealand
Hastings Investments GP LLC	USA	Westpac New Zealand Limited	New Zealand
Hastings Investment Management Pty Ltd (formerly Hastings Private Equity Fund IIB Pty Limited)	Australia	Westpac Nominees-NZ-Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac NZ Covered Bond Holdings Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac NZ Covered Bond Limited	New Zealand
Hickory Trust	Australia	Westpac NZ Leasing Limited	New Zealand
Hitton Pty Limited	Australia	Westpac NZ Operations Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac NZ Securitisation Holdings Limited	New Zealand
J O Hambro Capital Management Holdings Limited	UK	Westpac NZ Securitisation Limited	New Zealand
J O Hambro Capital Management Limited	UK	Westpac NZ Securitisation No. 2 Limited	New Zealand
JOHCM (Singapore) Pte Limited	Singapore	Westpac Overseas Holdings No. 2 Pty Limited	Australia
JOHCM (USA) General Partner Inc	USA	Westpac Overseas Holdings Pty Limited	Australia
JOHCM (USA) Inc	USA	Westpac Pacific Limited Partnership	Australia
JOHCMG Share Trustee Limited	UK	Westpac Private Equity Pty Limited	Australia
Magnitude Group Pty Limited	Australia	Westpac Properties Limited	Australia
MIF Custodian Trust	New Zealand	Westpac RE Limited	Australia
Mortgage Management Limited	Australia	Westpac Securities Administration Limited	Australia
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
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
Partnership Pacific Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Partnership Pacific Securities Limited	Australia	Westpac Term PIE Fund	New Zealand
Pashley Investments Pty Limited	Australia	Westpac TPS Trust	Australia
RAMS Financial Group Pty Limited	Australia	Westpac Unit Trust	Australia
RMS Warehouse Trust 2007-1	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 (63%)	Australia
BT Investment Management (RE) Limited (Subsidiary of BT Investment Management Limited)	Australia