
Form 604

Corporations Law
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme GALILEO SHOPPING AMERICA TRUST

ACN/ARSN 106 294 197

1. Details of substantial holder(1)

Name WESTPAC BANKING CORPORATION (WBC)

ACN/ARSN (if applicable) 007 457 141

There was a change in the interests of the substantial holder on 10/03/04

The previous notice was given to the company on 7/11/03

The previous notice was dated 7/11/03

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice in the company or scheme, are as follows:

Class of securities (4)	Previous Notice		Present Notice	
	Person's votes	Voting Power	Person's votes	Voting Power (5)
Ordinary	37,031,983	9.06%	43,242,104	10.51%

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
11/03/04	WBC & its Associates Westpac Financial Services Group Limited (WFSG), BT Investment Management No.2 Limited & BT Investment Management No.3 Pty Limited, BT Funds Management 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	Class of Securities
BT Funds Management Limited	JP Morgan Custodial Services Ltd	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.	5,812,770	Partly paid
BT Investment Management No.3 Pty Limited	Westpac Custodian Nominees Limited	BT Investment Management No.3 Pty 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.	13,866,429	Partly paid
BT Investment Management No.2 Ltd	Westpac Custodian Nominees Limited	BT Investment Management No.2 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.	23,562,905	Partly paid

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

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Westpac Banking Corporation (WBC)	Level 25, 60 Martin Place, Sydney NSW 2000
Westpac Financial Services Group Limited (WFSG)	Level 15, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
BT Investment Management No.2 Limited	Level 15, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
BT Investment Management No.3 Pty Limited	Level 15, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
BT Funds Management Limited (BTFM)	Level 15, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
Macquarie DDR Trust	Level 15, 1 Martin Place Sydney NSW 2000

Signature

print name	Michelle Marchhart	capacity	Company Secretary
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sign here _____ date 31/03/04

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 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 2

Sales & Purchases for the period : 7/11/03 - 10/3/04

SECURITY: GSACA

BT Investment Management No. 2 Ltd

Date	Registered Company	Quantity	Value
7-Nov-2003	BT AUSTRALIA LIMITED	42,700	29,036
26-Nov-2003	BT AUSTRALIA LIMITED	-373,000	-242,450
28-Nov-2003	BT AUSTRALIA LIMITED	-75,000	-50,250
5-Dec-2003	BT AUSTRALIA LIMITED	20,900	13,794
9-Dec-2003	BT AUSTRALIA LIMITED	39,400	25,610
22-Dec-2003	BT AUSTRALIA LIMITED	120,500	79,530
12-Jan-2004	BT AUSTRALIA LIMITED	86,400	53,568
14-Jan-2004	BT AUSTRALIA LIMITED	62,000	39,060
29-Jan-2004	BT AUSTRALIA LIMITED	-25,600	-17,664
3-Feb-2004	BT AUSTRALIA LIMITED	-108,100	-75,670
23-Feb-2004	BT AUSTRALIA LIMITED	39,200	27,048
5-Mar-2004	BT AUSTRALIA LIMITED	73,300	53,509
9-Mar-2004	BT AUSTRALIA LIMITED	86,700	64,158
10-Mar-2004	BT AUSTRALIA LIMITED	300,400	221,204
Total		289,800	220,483

Date	Registered Company	Quantity	Value
5-Dec-2003	CITICORP NOMINEES PTY LTD	15,800	10,428
9-Dec-2003	CITICORP NOMINEES PTY LTD	25,900	16,835
22-Dec-2003	CITICORP NOMINEES PTY LTD	80,500	53,130
12-Jan-2004	CITICORP NOMINEES PTY LTD	47,500	29,450
29-Jan-2004	CITICORP NOMINEES PTY LTD	-82,400	-56,856
3-Feb-2004	CITICORP NOMINEES PTY LTD	-68,200	-47,740
23-Feb-2004	CITICORP NOMINEES PTY LTD	17,700	12,213
5-Mar-2004	CITICORP NOMINEES PTY LTD	40,600	29,638
9-Mar-2004	CITICORP NOMINEES PTY LTD	49,600	36,704
10-Mar-2004	CITICORP NOMINEES PTY LTD	192,700	141,897
Total		319,700	225,699

Date	Registered Company	Quantity	Value
5-Dec-2003	COMMONWEALTH CUSTODIAL SERVICES LIMITED	35,400	23,364
9-Dec-2003	COMMONWEALTH CUSTODIAL SERVICES LIMITED	34,800	22,620
22-Dec-2003	COMMONWEALTH CUSTODIAL SERVICES LIMITED	77,300	51,018
12-Jan-2004	COMMONWEALTH CUSTODIAL SERVICES LIMITED	53,400	33,108
2-Feb-2004	COMMONWEALTH CUSTODIAL SERVICES LIMITED	-1,089,940	-752,059
Total		-889,040	-621,949

Date	Registered Company	Quantity	Value
7-Nov-2003	NATIONAL AUSTRALIA CUSTODIAN SERVICES	1,100	748
28-Nov-2003	NATIONAL AUSTRALIA CUSTODIAN SERVICES	10,100	6,767
5-Dec-2003	NATIONAL AUSTRALIA CUSTODIAN SERVICES	1,000	660
9-Dec-2003	NATIONAL AUSTRALIA CUSTODIAN SERVICES	1,200	780
22-Dec-2003	NATIONAL AUSTRALIA CUSTODIAN SERVICES	5,400	3,564

12-Jan-2004 NATIONAL AUSTRALIA CUSTODIAN SERVICES	3,800	2,356
29-Jan-2004 NATIONAL AUSTRALIA CUSTODIAN SERVICES	-3,000	-2,070
3-Feb-2004 NATIONAL AUSTRALIA CUSTODIAN SERVICES	-4,500	-3,150
23-Feb-2004 NATIONAL AUSTRALIA CUSTODIAN SERVICES	1,900	1,311
5-Mar-2004 NATIONAL AUSTRALIA CUSTODIAN SERVICES	1,900	1,387
9-Mar-2004 NATIONAL AUSTRALIA CUSTODIAN SERVICES	2,200	1,628
10-Mar-2004 NATIONAL AUSTRALIA CUSTODIAN SERVICES	12,500	9,205
7-Nov-2003 National Nominees Limited	30,300	20,604
5-Dec-2003 National Nominees Limited	78,000	51,480
9-Dec-2003 National Nominees Limited	65,700	42,705
22-Dec-2003 National Nominees Limited	124,000	81,840
24-Dec-2003 National Nominees Limited	130,000	84,500
29-Jan-2004 National Nominees Limited	-115,900	-79,971
3-Feb-2004 National Nominees Limited	-96,200	-67,340
23-Feb-2004 National Nominees Limited	36,600	25,254
5-Mar-2004 National Nominees Limited	51,600	37,668
9-Mar-2004 National Nominees Limited	79,300	58,682
10-Mar-2004 National Nominees Limited	274,500	202,132
Total	691,500	480,740

Date	Registered Company	Quantity	Value
5-Dec-2003	PERMANENT TRUSTEES AUSTRALIA LIMITED	11,500	7,590
9-Dec-2003	PERMANENT TRUSTEES AUSTRALIA LIMITED	10,900	7,085
22-Dec-2003	PERMANENT TRUSTEES AUSTRALIA LIMITED	23,500	15,510
12-Jan-2004	PERMANENT TRUSTEES AUSTRALIA LIMITED	16,600	10,292
29-Jan-2004	PERMANENT TRUSTEES AUSTRALIA LIMITED	-16,100	-11,109
3-Feb-2004	PERMANENT TRUSTEES AUSTRALIA LIMITED	-18,600	-13,020
23-Feb-2004	PERMANENT TRUSTEES AUSTRALIA LIMITED	7,500	5,175
5-Mar-2004	PERMANENT TRUSTEES AUSTRALIA LIMITED	12,600	9,198
9-Mar-2004	PERMANENT TRUSTEES AUSTRALIA LIMITED	14,400	10,656
10-Mar-2004	PERMANENT TRUSTEES AUSTRALIA LIMITED	52,500	38,659
Total		114,800	80,036

Date	Registered Company	Quantity	Value
7-Nov-2003	Westpac Custodian Nominees Ltd	119,121	81,002
28-Nov-2003	Westpac Custodian Nominees Ltd	372,200	249,374
5-Dec-2003	Westpac Custodian Nominees Ltd	317,900	209,814
9-Dec-2003	Westpac Custodian Nominees Ltd	312,800	203,320
22-Dec-2003	Westpac Custodian Nominees Ltd	542,900	358,314
12-Jan-2004	Westpac Custodian Nominees Ltd	302,000	187,240
14-Jan-2004	Westpac Custodian Nominees Ltd	-62,000	-39,060
29-Jan-2004	Westpac Custodian Nominees Ltd	-710,800	-490,452
3-Feb-2004	Westpac Custodian Nominees Ltd	-697,000	-487,900
23-Feb-2004	Westpac Custodian Nominees Ltd	54,600	37,674
26-Feb-2004	Westpac Custodian Nominees Ltd	-105,000	-73,500
5-Mar-2004	Westpac Custodian Nominees Ltd	420,200	306,746
8-Mar-2004	Westpac Custodian Nominees Ltd	3,736,960	2,765,350
9-Mar-2004	Westpac Custodian Nominees Ltd	532,300	393,902
10-Mar-2004	Westpac Custodian Nominees Ltd	2,386,700	1,757,483
Total		7,522,881	5,459,307

BT Investment Management No. 2 Ltd TOTAL		8,049,641	5,844,316
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BT Investment Management No. 3 Pty Ltd

Date	Registered Company	Quantity	Value
15-Jan-2004	Westpac Custodian Nominees	3,300	2,013
15-Jan-2004	Westpac Custodian Nominees	9,000	5,490
15-Jan-2004	Westpac Custodian Nominees	2,400	1,464
15-Jan-2004	Westpac Custodian Nominees	32,700	19,947
15-Jan-2004	Westpac Custodian Nominees	410,600	250,466
15-Jan-2004	Westpac Custodian Nominees	542,000	330,620
26-Feb-2004	Westpac Custodian Nominees	9,400	6,580
26-Feb-2004	Westpac Custodian Nominees	61,300	42,910
26-Feb-2004	Westpac Custodian Nominees	109,300	76,510
2-Mar-2004	Westpac Custodian Nominees	37,700	26,560
2-Mar-2004	Westpac Custodian Nominees	554,091	390,363
2-Mar-2004	Westpac Custodian Nominees	516,800	364,091
Total		2,288,591	1,517,014

BT Investment Management No. 3 Pty Ltd TOTAL:		2,288,591	1,517,014
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BT Funds Management Ltd

Date	Registered Company	Quantity	Value
7-Nov-2003	JP Morgan Custodians Pty Limited	78,900	53,652
28-Nov-2003	JP Morgan Custodians Pty Limited	42,700	28,609
5-Dec-2003	JP Morgan Custodians Pty Limited	19,000	12,540
9-Dec-2003	JP Morgan Custodians Pty Limited	8,800	5,720
22-Dec-2003	JP Morgan Custodians Pty Limited	-975,300	-643,698
12-Jan-2004	JP Morgan Custodians Pty Limited	199,400	123,628
29-Jan-2004	JP Morgan Custodians Pty Limited	-545,400	-376,326
3-Feb-2004	JP Morgan Custodians Pty Limited	-506,300	-354,410
23-Feb-2004	JP Morgan Custodians Pty Limited	157,500	108,675
5-Mar-2004	JP Morgan Custodians Pty Limited	399,800	291,854
8-Mar-2004	JP Morgan Custodians Pty Limited	-3,736,960	-2,765,351
9-Mar-2004	JP Morgan Custodians Pty Limited	235,500	174,270
10-Mar-2004	JP Morgan Custodians Pty Limited	780,700	574,880
Total		-3,841,660	-2,765,957

BT Funds Management Ltd TOTAL:		-3,841,660	-2,765,957
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