
Form 604

Corporations Law
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme CARINDALE PROPERTY TRUST

ACN/ARSN 093 261 744

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 16/09/04

The previous notice was given to the company on 20/07/03

The previous notice was dated 14/07/03

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 Units	4,756,385	6.79%	3,936,495	5.62%

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
16/09/04	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.	907,353	Ordinary
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.	35,000	Ordinary
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.	2,994,142	Ordinary

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 Financial Group Limited	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
Carindale Property Trust	Level 24, Westfield Towers, 100 Williams Street, NSW 2000

Signature

print name Emma Lawler capacity Company Secretary

sign here date 22/09/04

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 : 15/07/04 - 16/09/04
SECURITY: CDP

BT Investment Management No. 2 Ltd

Date	Registered Company	Quantity	Value
30-Jul-2004	BT Funds Management Ltd No. 2	-700	-1820
2-Aug-2004	BT Funds Management Ltd No. 2	-200	-525
3-Aug-2004	BT Funds Management Ltd No. 2	-100	-263
30-Jul-2004	BT Funds Management Ltd No. 2	-4000	-10400
2-Aug-2004	BT Funds Management Ltd No. 2	-800	-2098
3-Aug-2004	BT Funds Management Ltd No. 2	-200	-526
30-Jul-2004	BT Funds Management Ltd No. 2	-18500	-48100
2-Aug-2004	BT Funds Management Ltd No. 2	-3700	-9705
3-Aug-2004	BT Funds Management Ltd No. 2	-1000	-2630
30-Jul-2004	BT Funds Management Ltd No. 2	-300	-780
2-Aug-2004	BT Funds Management Ltd No. 2	-200	-525
30-Jul-2004	BT Funds Management Ltd No. 2	-15200	-39520
2-Aug-2004	BT Funds Management Ltd No. 2	-2800	-7344
3-Aug-2004	BT Funds Management Ltd No. 2	-900	-2367
30-Jul-2004	BT Funds Management Ltd No. 2	-5500	-14300
2-Aug-2004	BT Funds Management Ltd No. 2	-1100	-2885
3-Aug-2004	BT Funds Management Ltd No. 2	-300	-789
2-Aug-2004	BT Funds Management Ltd No. 2	-100	-262
16-Jul-2004	BT Funds Management Ltd No. 2	-300	-789
30-Jul-2004	BT Funds Management Ltd No. 2	-8700	-22620
2-Aug-2004	BT Funds Management Ltd No. 2	-100	-262
3-Aug-2004	BT Funds Management Ltd No. 2	-300	-789
3-Aug-2004	BT Funds Management Ltd No. 2	-5100	-13413
15-Sep-2004	BT Funds Management Ltd No. 2	-150000	-412500
16-Jul-2004	BT Funds Management Ltd No. 2	-17550	-46157
30-Jul-2004	BT Funds Management Ltd No. 2	-268100	-697060
2-Aug-2004	BT Funds Management Ltd No. 2	-44100	-115670
16-Jul-2004	BT Funds Management Ltd No. 2	-1200	-3156
20-Jul-2004	BT Funds Management Ltd No. 2	-20550	-53636
22-Jul-2004	BT Funds Management Ltd No. 2	-3930	-10257
30-Jul-2004	BT Funds Management Ltd No. 2	-18300	-47580
2-Aug-2004	BT Funds Management Ltd No. 2	-5700	-14951
3-Aug-2004	BT Funds Management Ltd No. 2	-500	-1315
30-Jul-2004	BT Funds Management Ltd No. 2	-7400	-19240
2-Aug-2004	BT Funds Management Ltd No. 2	-1400	-3672
3-Aug-2004	BT Funds Management Ltd No. 2	-400	-1052
30-Jul-2004	BT Funds Management Ltd No. 2	-500	-1300
2-Aug-2004	BT Funds Management Ltd No. 2	-100	-262
30-Jul-2004	BT Funds Management Ltd No. 2	-13300	-34580
2-Aug-2004	BT Funds Management Ltd No. 2	-3500	-9180
3-Aug-2004	BT Funds Management Ltd No. 2	-900	-2367
30-Jul-2004	BT Funds Management Ltd No. 2	-1800	-4680

2-Aug-2004	BT Funds Management Ltd No. 2	-400	-1049
30-Jul-2004	BT Funds Management Ltd No. 2	-1900	-4940
2-Aug-2004	BT Funds Management Ltd No. 2	-400	-1049
3-Aug-2004	BT Funds Management Ltd No. 2	-200	-526
Total		-632,230	-1,668,891

Date	Registered Company	Quantity	Value
3-Aug-2004	CITICORP NOMINEES PTY LTD	-800	-2104
16-Jul-2004	CITICORP NOMINEES PTY LTD	-1000	-2630
30-Jul-2004	CITICORP NOMINEES PTY LTD	-31300	-81380
2-Aug-2004	CITICORP NOMINEES PTY LTD	-4800	-12590
Total		-37,900	-98,704

Date	Registered Company	Quantity	Value
16-Jul-2004	National Nominees Limited	-1000	-2630
30-Jul-2004	National Nominees Limited	-44200	-114920
2-Aug-2004	National Nominees Limited	-8200	-21508
3-Aug-2004	National Nominees Limited	-600	-1578
Total		-54,000	-140,636

Date	Registered Company	Quantity	Value
30-Jul-2004	PERMANENT TRUSTEES AUSTRALIA LIMITED	-9800	-25480
2-Aug-2004	PERMANENT TRUSTEES AUSTRALIA LIMITED	-200	-525
3-Aug-2004	PERMANENT TRUSTEES AUSTRALIA LIMITED	-200	-526
Total		-10,200	-26,531

BT Investment Management No. 2 Ltd TOTAL		-734,330	-1,934,762
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BT Investment Management No. 3 Ltd

Date	Registered Company	Quantity	Value
21-Jul-2004	Westpac Custodian Nominees	-5000	-13000
23-Aug-2004	Westpac Custodian Nominees	-5000	-13150
Total		-10,000	-26,150

BT Investment Management No. 3 Ltd TOTAL:		-10,000	-26,150
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BT Funds Management Ltd

Date	Registered Company	Quantity	Value
30-Jul-2004	BT Funds Management Ltd	-50500	-131300
2-Aug-2004	BT Funds Management Ltd	-22000	-57704
3-Aug-2004	BT Funds Management Ltd	-2500	-6575
27-Jul-2004	BT AUSTRALIA LIMITED	-571721	-1486475
Total		-646,721	-1,682,054

Date	Registered Company	Quantity	Value
2-Aug-2004	JP Morgan Custodians Pty Limited	-200	-525
12-Aug-2004	JP Morgan Custodians Pty Limited	-360	-943
Total		-560	-1,468

BT Funds Management Ltd TOTAL:	-647,281	-1,683,522
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