

26 February 2009

The Company Secretary  
Westfield Group

Dear Sir

**WESTFIELD GROUP (ASX:WDC): AMENDED NOTICE OF CHANGE OF INTERESTS OF  
SUBSTANTIAL HOLDER**

On 13 February 2009 we provided to you a Notice of Change of Interests of Substantial Holder arising as a result of the Group's \$2.9 billion institutional placement. Unfortunately, the Notice provided contained a minor error.

There is no change to the total relevant interests of the Lowy Family and associated entities.

The error related to the specific number of Group interests held by certain relevant interest holders disclosed in Section 4 on page 2 of the Notice. The number of securities held by the Persons listed in Annexure A was understated by 4,100,000 securities and should have been 168,989,223. The number of securities held by Perpetual Trustee Limited as Trustee of the Westfield Officers Superannuation Plan was overstated by 4,100,000 and should have been 4,739,738.

We enclose a revised Notice incorporating the correction.

Yours faithfully

  
Tory Taouk  
Company Secretary, LFG Holdings Pty Limited

**LFG Holdings Pty Limited**  
ABN 23 001 728 392  
Registered Office  
Level 23, Westfield Towers  
100 William Street  
Sydney NSW 2011 Australia

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## Form 604

Corporations Act 2001  
Section 671B

### Notice of change of interests of substantial holder

To Company Name/Scheme **Westfield Group (WDC)**  
 ACN/ARSN Comprising the securities of:  
**Westfield Holdings Limited, ABN 66 001 671 496**  
**Westfield Trust, ARSN 090 849 746**  
**Westfield America Trust, ARSN 092 058 449**

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

Name **The persons listed in Annexure A**  
 ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on

**12 / 02 / 09**

The previous notice was given to the company on

**27 / 07 / 04**

The previous notice was dated

**27 / 07 / 04**

#### 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 to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
<b>Ordinary stapled securities comprising of:</b> <b>- One share in Westfield Holdings Limited</b> <b>- One unit in Westfield Trust</b> <b>- One unit in Westfield America Trust</b>	<b>166,450,338</b>	<b>9.89%</b>	<b>179,598,386</b>	<b>8.01%</b>

#### 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 (Stapled securities in the Westfield Group)	Person's votes affected
27/07/04	The Persons listed in Annexure A are members of or persons associated with the Lowy family having various interests in the Westfield Group	Please see Annexure B	Please see Annexure B	Please see Annexure B	<b>166,450,338</b>
12/02/09	The Persons listed in Annexure A are members of or persons associated with the Lowy family having various interests in the Westfield Group				<b>179,598,386</b>

#### 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	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities (Stapled securities in the Westfield Group)	Person's votes
The Persons listed in Annexure A are members of or persons associated with the Lowy family having various interests in the Westfield Group	The Persons listed in Annexure A are the Registered holder having various interests in the Westfield Group	The Persons listed in Annexure A are the Person entitled to be registered as holder in the Westfield Group	Holder of the security	168,989,223	168,989,223
The Persons listed in Annexure A are members of or persons associated with the Lowy family having various interests in the Westfield Group	Perpetual Trustee Limited as Trustee of the Westfield Officers Superannuation Plan	Perpetual Trustee Limited as Trustee of the Westfield Officers Superannuation Plan	Holder of the security	4,739,738	4,739,738
The Persons listed in Annexure A are members of or persons associated with the Lowy family having various interests in the Westfield Group	Amondi Pty Limited as Trustee of the Westfield Executive Option Plan	Amondi Pty Limited as Trustee of the Westfield Executive Option Plan	Holder of the security	5,869,425	5,869,425

#### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

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

#### 6. Addresses

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

Name	Address
See Annexure A	c/- Level 23 Westfield Tower, 100 William Street Sydney NSW 2001.
Amondi Pty Limited ABN 24 087 465 763 as Trustee of the Westfield Executive Option Plan	c/- Level 23 Westfield Tower, 100 William Street Sydney NSW 2001.
Perpetual Trustee Company Limited ABN 42 000 001 007 as Trustee of the Westfield Officers Superannuation Plan	Level 12, Angel Place 123 Pitt Street Sydney NSW 2011

#### Signature

print name

TORY TAOUK

capacity

SECRETARY

sign here



date 26/02/2009.

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**This is Annexure 'A' of 1 page to a Form 604**  
**Notice of change of interests in substantial holder**

1. Cordera Holdings Pty Limited, ABN 94 000 699 249
2. Franley Holdings Pty Limited, ABN 28 000 360 681
3. Franley Nominees Pty Limited, ABN 65 008 851 732
4. Palmerston Pty Limited, ABN 37 000 161 893
5. Connate Pty Limited, ABN 48 003 501 951
6. Frank P Lowy
7. David H Lowy
8. Steven M Lowy
9. Noah Lowy
10. Joshua Lowy
11. Benjamin Lowy

This is Annexure 'B' of 1 page to a Form 604  
Notice of change of interests in substantial holder

Date of Change	Person Whose Relevant Interest Changed	Nature of Change	New Issues		Sale/Purch.		Consideration Given In Relation To Change	Number & Class of Securities Affected		Person's Votes Affected
			Number	Number	Number	Price		Lowy Family and Corporate Associates	Superannuation Funds	
16-Jul-04	See Annexure A	Opening Balance						146,881,505	13,699,408	5,869,425
28-Feb-05	DRP		15,544,151	214,176		\$16,640	\$3,563,889		214,176	166,450,338
31-Aug-05	DRP		12,143,498	211,337		\$17,070	\$3,607,523		211,337	166,664,514
13-Dec-05	Superannuation Fund Sale			-		\$17,130	\$16,234,564	947,727	-947,727	166,875,851
13-Dec-05	Superannuation Fund Sale			-		\$17,130	\$2,608,436	152,273	-152,273	166,875,851
20-Dec-05	Superannuation Fund Sale			(34,500)		\$17,532	(\$604,840)		-34,500	166,841,351
28-Feb-06	DRP		9,516,698	211,600		\$17,050	\$3,607,780	16	211,584	167,052,951
03-Mar-06	On Market Trade			100		\$17,670	\$1,767	100		167,053,051
30-Mar-06	Superannuation Fund Sale			(137,856)		\$17,600	(\$2,426,266)		-137,856	166,915,195
30-Mar-06	Superannuation Fund Sale			(2,288)		\$17,095	(\$39,113)		-2,288	166,912,907
08-May-06	Superannuation Fund Sale			(232,608)		\$17,163	(\$3,992,181)		-232,608	166,680,299
08-May-06	Superannuation Fund Sale			(3,861)		\$16,800	(\$64,865)		-3,861	166,676,438
30-Jun-06	Superannuation Fund Sale			(383,220)		\$17,510	(\$6,710,182)		-383,220	166,293,218
31-Aug-06	DRP		8,795,026	195,301		\$18,140	\$3,542,760	15	195,286	166,488,519
20-Oct-06	Superannuation Fund Sale			(117,578)		\$18,700	(\$2,198,709)		-117,578	166,370,941
28-Feb-07	DRP		11,532,131	148,258		\$22,800	\$3,380,282	12	148,246	166,519,199
30-May-07	Superannuation Fund Sale			-		\$20,266	\$54,637,014	2,695,994	-2,695,994	166,519,199
30-May-07	Superannuation Fund Sale			(421)		\$20,266	\$2,967,611	146,433	-146,433	166,519,199
19-Jun-07	Superannuation Fund Sale			(35,540)		\$20,522	(\$729,348)		-35,540	166,483,659
19-Jun-07	Superannuation Fund Sale			(421)		\$20,150	(\$8,483)		-421	166,483,238
05-Jul-07	Pro-Rata Entitlement Offer		17,351,917	13,115,130		\$19,500	\$338,362,382	13,115,130		179,598,368
24-Sep-07	Superannuation Fund Sale					\$21,510	\$20,434,500	950,000	-950,000	179,598,368
29-Feb-08	DRP		6,460,687	18		\$17,450	\$314	18		179,598,386
29-Feb-08	Superannuation Fund Sale					\$17,800	\$72,980,000	4,100,000	-4,100,000	179,598,386
12-Feb-09	Institutional Placement		276,190,500			\$10,500	\$2,900,000,250			179,598,386
03-Feb-09	Totals		557,900,258	13,148,048			\$6,780,472,133	168,989,223	4,739,738	179,598,386