



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

January 4, 2011

Sean Crelin  
Director, Legal  
Westpac Banking Corporation  
575 Fifth Avenue, 39th Floor  
New York, NY 10017

**Re: Westpac Securitisation Management Pty Limited  
Amendment No. 1 to the Registration Statement on Form S-3  
Filed December 8, 2010  
File No. 333-166670**

Dear Mr. Crelin:

We have reviewed your response to our letter dated June 4, 2010 and have the following additional comments. Please note that page references refer to the marked version of your filing provided by counsel.

Prospectus Supplement

Summary of the Notes, page S-3

The Housing Loan Pool, page S-7

1. We note your response to prior comment 2. Please revise to disclosure in the summary section the number and percentage of exception loans in the mortgage pool. Additionally, please revise the "Details of the Housing Loan Pool" section to include similar data regarding low-doc loans, interest-only loans, modified loans and exception loans.

Withholding Tax, page S-8

2. We note your response to prior comment 3. We remind you that any security which can be called with 25% or more of the underlying principal outstanding must be titled "Callable." Please confirm that you will abide by this and revise your disclosure, as appropriate.

Risk Factors, page S-15

3. Please revise the introductory paragraph to clarify that all material risks are discussed. If a risk is not deemed material, it should not be referenced.

Sean Crelin  
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January 4, 2011  
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If you have any questions regarding these comments, you may contact J. Nolan McWilliams at (202) 551-3217. If you need further assistance, you may contact me at (202) 551-3574.

Sincerely,

Julie F. Rizzo  
Attorney-Advisor

cc: Via facsimile (312) 706-8362  
Jon D. Van Gorp, Esq.  
Mayer Brown LLP