Partner

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## 20 March 2017

## By mail

To Company Announcements Platform Australian Securities Exchange

# Notice of change of interests of substantial holders

Dear Sir/Madam

On behalf of Western Asset Management Company, we enclose a Form 604 (Notice of change of interests of substantial holders) in respect of Atlas Iron Limited ACN 110 396 168 (ASX:AGO) pursuant to section 671B of the Corporations Act 2001 (Cth).

Yours faithfully Gilbert + Tobin

**David Clee** Partner T +61 2 9263 4368 dclee@gtlaw.com.au

## **Form 604**

Corporations Act 2001 Section 671B

# Notice of change of interests of substantial holder

To Company Name/Scheme

Atlas Iron Limited (Atlas)

ACN/ARSN

110 396 168

# 1. Details of substantial holder (1)

Name

Legg Mason, Inc (Legg Mason), Western Asset Management Company (WAMCO) and the entities listed in Annexure A (Associates) (together the Substantial Holders).

ACN/ARSN (if applicable)

Not applicable.

There was a change in the interests of the

substantial holder on

16/03/2017

The previous notice was given to the company on

21/07/2016

The previous notice was dated

21/07/2016

#### 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:

	Previous notice		Present notice	
Class of securities (4)	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	1,264,461,604	14.00%	1,189,461,604	13.00%

#### 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
16/03/2017	WAMCO, Legg Mason and the Associates	Disposal of ordinary shares	\$0.035 per share	75,000,000 ordinary shares	75,000,000
16/03/2017	Mountain Hawk II CLO, LTD	Disposal of ordinary shares	\$0.035 per share	75,000,000 ordinary shares	75,000,000

## 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	Person's votes
1	The Managed Entities	The Managed			1,189,461,604
The Managed Entities	See Annexure B	See Annevure B	Relevant interest under sections 608(1)(a), (b) and (c) of the Corporations Act.	See Annexure B.	See Annexure B.

#### 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
The current list of Substantial Holders, being Legg Mason and its controlled entities, set out in Annexure A.	No change in association.

#### 6. Addresses

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

Name	Address	
WAMCO	385 East Colorado Bivd, Pasadena, CA 91101	
Legg Mason	c/o Legg Mason, 100 International Drive, Baltimore, MD 21202	
Managed Entities	c/o Western Asset Management Company, 385 East Colorado Blvd, Pasadena, CA 91101	
Associates	c/o Legg Mason, 100 International Drive, Baltimore, MD 21202	

# Signature

Western Asset Management Company

print name

DAM WRIGHT

Capacity MANAGER, U.S. LECAL AFFAIRS

date 16 HARCH 2017

sign here

# Annexure "A"

This is Annexure "A" referred to in the Form 604 "Notice of change of interests of substantial holder"

Name of Undertaking	Nature of Close Link
Legg Mason, Inc.	Parent Undertaking
Legg Mason & Co., LLC	Subsidiary of Parent Undertaking
Legg Mason Asset Management Australia Limited	Subsidiary of Parent Undertaking
Legg Mason Asset Management Hong Kong Limited Legg Mason Asset Management (Japan) Co., Ltd.	Subsidiary of Parent Undertaking
Legg Mason Asset Management (Japan) Co., Ltd.  Legg Mason Asset Management Singapore Pte. Limited	Subsidiary of Parent Undertaking Subsidiary of Parent Undertaking
Legg Mason Charitable Foundation, Inc.	Subsidiary of Parent Undertaking
Legg Mason International Equities Limited	Subsidiary of Parent Undertaking
Legg Mason Investment Funds Limited	Subsidiary of Parent Undertaking
Legg Mason Investments (Europe) Limited	Subsidiary of Parent Undertaking
Legg Mason Investments (Ireland) Limited	Subsidiary of Parent Undertaking
Legg Mason Investments (Taiwan) Limited	Subsidiary of Parent Undertaking
Legg Mason Investments (Switzerland) GmbH	Subsidiary of Parent Undertaking
Legg Mason Holding (Switzerland) GmbH Legg Mason Political Action Committee ("PAC")	Subsidiary of Parent Undertaking Subsidiary of Parent Undertaking
Brandywine (UK) Holdings Limited	Subsidiary of Parent Undertaking
The Baltimore Company	Subsidiary of Parent Undertaking
Legg Mason & Co (UK) Limited	Subsidiary of Parent Undertaking
Legg Mason Canada Holdings Ltd	Subsidiary of Parent Undertaking
Legg Mason Commercial Real Estate Services, Inc.	Subsidiary of Parent Undertaking
Legg Mason Funding Ltd	Subsidiary of Parent Undertaking
Legg Mason Global Holdings Ltd	Subsidiary of Parent Undertaking
Legg Mason Holdings, LLC	Subsidiary of Parent Undertaking
Legg Mason International Holdings, LLC	Subsidiary of Parent Undertaking
Legg Mason International Holdings (Cayman) Limited	Subsidiary of Parent Undertaking
Legg Mason (Chile) Inversiones Holding Limitada Legg Mason Investments Holdings Limited	Subsidiary of Parent Undertaking Subsidiary of Parent Undertaking
Legg Mason Investments Nominees Limited	Subsidiary of Parent Undertaking  Subsidiary of Parent Undertaking
Legg Mason Real Estate Securities Advisors, Inc.	Subsidiary of Parent Undertaking
Legg Mason Realty Group, Inc.	Subsidiary of Parent Undertaking
Legg Mason Realty Partners, Inc.	Subsidiary of Parent Undertaking
Legg Mason Tower, Inc.	Subsidiary of Parent Undertaking
LM BAM, Inc.	Subsidiary of Parent Undertaking
LM (BVI) Limited	Subsidiary of Parent Undertaking
LM Capital Support V, LLC	Subsidiary of Parent Undertaking
LM Holdings Limited	Subsidiary of Parent Undertaking
LM Holdings 2 Limited LM International Holding LP	Subsidiary of Parent Undertaking Subsidiary of Parent Undertaking
LM Tower, LLC	Subsidiary of Parent Undertaking
LMI Nominees Limited	Subsidiary of Parent Undertaking
Nova Scotia Company	Subsidiary of Parent Undertaking
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Barrett Associates, Inc.	
Brandywine Global Investment Management, LLC	Subsidiary of Parent Undertaking
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Brandywine Global Investment Management (Asia) Pte.	Subsidiary of Parent Undertaking
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ClearBridge, LLC	Subsidiary of Parent Undertaking
ClearBridge Investments, LLC	Subsidiary of Parent Undertaking
ClearBridge Management Holdings LLC	Subsidiary of Parent Undertaking
Clarion Partners Holdings LLC	Subsidiary of Parent Undertaking
CP Intermediate Holdco, Inc.	Subsidiary of Parent Undertaking
Clarion Partners, LLC	Subsidiary of Parent Undertaking
Clarion Partners Europe, Ltd.	Subsidiary of Parent Undertaking
Clarion REIM South America Holdings, LLC Clarion REIM South America Investimentos Imobiliarios	Subsidiary of Parent Undertaking
LTDA	Subsidiary of Parent Undertaking
LM/Clarion I, LLC	Subsidiary of Parent Undertaking
LM/Clarion II, LLC	Subsidiary of Parent Undertaking
Legg Mason ClearBridge Holdings LLC	Subsidiary of Parent Undertaking
Legg Mason Fund Asset Management, Inc.	Subsidiary of Parent Undertaking
Legg Mason Investor Services, LLC	Subsidiary of Parent Undertaking
Legg Mason Partners Fund Advisor, LLC	Subsidiary of Parent Undertaking
Legg Mason Private Portfolio Group, LLC	Subsidiary of Parent Undertaking
LM Pelican Holdings, L.P.	Subsidiary of Parent Undertaking
LMM, LLC	Subsidiary of Parent Undertaking
LMOBC, Inc.	Subsidiary of Parent Undertaking
LMP Select, LLC	Subsidiary of Parent Undertaking
Martin Currie Investment Management Limited	Subsidiary of Parent Undertaking

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EnTrust Securities LLC	Subsidiary of Parent Undertaking
EnTrust Partners Offshore LLC	Subsidiary of Parent Undertaking
EnTrust Partners Offshore LP	Subsidiary of Parent Undertaking
EnTrust Focus Partners LP	Subsidiary of Parent Undertaking
EnTrust Investment Management Pte. Ltd.	Subsidiary of Parent Undertaking
EnTrust Capital (UK) LLP	Subsidiary of Parent Undertaking
EnTrust Middle East Ltd.	Subsidiary of Parent Undertaking
EnTrustPermal Group SAS	Subsidiary of Parent Undertaking

Signature

Western Asset Management Company

ADAM WRIGHT

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# Annexure "B"

This is Annexure "B" referred to in the Form 604 "Notice of change of interests of substantial holder"

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
WAMCO and Legg Mason	1199 SEIU Health Care Employees Pension Fund	, , ,	11,440,776 ordinary shares
WAMCO and Legg Mason	California State Teachers' Retirement System	California State Teachers' Retirement System	16,932,349 ordinary shares
WAMCO and Legg Mason	Employees' Retirement System of the State of Rhode Island	Employees' Retirement System of the State of Rhode Island	28,244,096 ordinary shares
WAMCO and Legg Mason	John Hancock Fund II Floating Rate Income Fund	John Hancock Fund II Floating Rate Income Fund	447,590,796 ordinary shares
WAMCO and Legg Mason	LMP Corporate Loan Fund, Inc	LMP Corporate Loan Fund, Inc	45,391,139 ordinary shares
WAMCO and Legg Mason	Mountain Hawk I CLO, LTD	Mountain Hawk I CLO, LTD	153,118,886 ordinary shares
WAMCO and Legg Mason	Mountain Hawk II CLO, LTD	Mountain Hawk II CLO, LTD	79,527,908 ordinary shares
WAMCO and Legg Mason	Mountain Hawk III CLO, LTD	Mountain Hawk III CLO, LTD	123,873,203 ordinary shares
WAMCO and Legg Mason	MultiMix Wholesale Diversified Fixed Interest Trust	MultiMix Wholesale Diversified Fixed Interest Trust	6,750,058 ordinary shares
WAMCO and Legg Mason	Western Asset Floating Rate High Income Fund, LLC	Western Asset Floating Rate High Income Fund, LLC	242,642,533 ordinary shares
WAMCO and Legg Mason	Western Asset Bank Loan (Multi Currency) Master Fund		33,949,860 ordinary shares

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Western Asset Management Company

print name sign here ADAM WRIGHT CAPACITY MANAGER, US. LECAL AFFAIRS

date 16 MARCH 2017