

Centerbridge

partners, L.P.

To: ASX

From: Centerbridge Partners, L.P.

Date: July 24, 2014

Fax: +61 2 9347 0005

Re: FORM 603

Pages: 1-6 including cover sheet

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Board Longyear Limited (BLY)

ACN/ARSN 123 052 728

1. Details of substantial holder (1)

Name Centerbridge Special Credit Partners II, L.P. (**SC II**), Centerbridge Credit Partners, L.P. (**Credit Partners**), Centerbridge Credit Partners Master, L.P. (**Credit Partners Master**), Centerbridge Special Credit Partners General Partner II, L.P. (**Special Credit GP**), Centerbridge Credit Partners General Partner, L.P. (**Credit GP**), Centerbridge Credit Partners Offshore General Partner, L.P. (**Credit Offshore GP**), Centerbridge Special GP Investors II, L.L.C. (**Special GP Investors II**), Centerbridge Credit GP Investors, L.L.C. (**Credit GP Investors**); Centerbridge Credit Offshore GP Investors, L.L.C. (**Credit Offshore GP Investors**), Centerbridge Credit Advisors, L.L.C. (**Credit Advisors**), Centerbridge Partners, L.P. (**Centerbridge Partners**), Centerbridge Partners Holdings, LLC (**Centerbridge Holdings**), Mark T. Gallogly and Jeffrey H. Aronson (together, the **Substantial Holders**)

ACN/ARSN (if applicable) N/A

The holder became a substantial holder on 22 / 07 / 2014

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary shares	58,669,891	58,669,891	12.7% (based on 461,163,412 ordinary shares in issue)

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
SC II	On-market acquisitions	13,414,245
Credit Partners	On-market acquisitions	15,758,254
Credit Partners Master	On-market acquisitions	29,497,392
Special Credit GP	Relevant interest under section 608(3)(b) of the Corporations Act as a result of Special Credit GP controlling SC II	13,414,245
Credit GP	Relevant interest under section 608(3)(b) of the Corporations Act as a result of Credit GP controlling Credit Partners	15,758,254
Credit Offshore GP	Relevant interest under section 608(3)(b) of the Corporations Act as a result of Credit Offshore GP controlling Credit Partners Master	29,497,392
Special GP Investors	Relevant interest under section 608(3)(b) of the Corporations Act as a result of Special GP Investors controlling Special Credit GP	13,414,245
Credit GP Investors	Relevant interest under section 608(3)(b) of the Corporations Act as a result of Credit GP Investors controlling Credit GP	15,758,254
Credit Offshore GP Investors	Relevant interest under section 608(3)(b) of the Corporations Act as a result of Credit Offshore GP Investors controlling Credit Offshore GP	29,497,392

Credit Advisors	Relevant interest under section 608(2) of the Corporations Act as a result of Credit Advisors having the right to direct the vote of shares held by Credit Partners and Credit Partners Master	45,255,646
Centerbridge Partners	Relevant interest under section 608(3)(b) of the Corporations Act as a result of Centerbridge Partners controlling Credit Advisors	45,255,646
Centerbridge Holdings	Relevant interest under section 608(3)(b) of the Corporations Act as a result of Centerbridge Holdings controlling Centerbridge Partners	45,255,646
Mark T. Gallogly	Relevant interest under section 608(3)(b) of the Corporations Act as a result of Mark T. Gallogly controlling Special GP Investors, Credit GP Investors and Credit Offshore GP Investors and Centerbridge Holdings	58,669,891
Jeffery H. Aronson	Relevant interest under section 608(3)(b) of the Corporations Act as a result of Jeffery H. Aronson controlling Special GP Investors, Credit GP Investors and Credit Offshore GP Investors and Centerbridge Holdings	58,669,891

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
SC II	SC II	SC II	13,414,245
Credit Partners	Credit Partners	Credit Partners	15,758,254
Credit Partners Master	Credit Partners Master	Credit Partners Master	29,497,392
Special Credit GP	SC II	SC II	13,414,245
Credit GP	Credit Partners	Credit Partners	15,758,254
Credit Offshore GP	Credit Partners Master	Credit Partners Master	29,497,392
Special GP Investors	SC II	SC II	13,414,245
Credit GP Investors	Credit Partners	Credit Partners	15,758,254
Credit Offshore GP Investors	Credit Partners Master	Credit Partners Master	29,497,392
Credit Advisors	Credit Partners, Credit Partners Masters	Credit Partners, Credit Partners Masters	45,255,646
Centerbridge Partners	Credit Partners, Credit Partners Masters	Credit Partners, Credit Partners Masters	45,255,646
Centerbridge Holdings	Credit Partners, Credit Partners Masters	Credit Partners, Credit Partners Masters	45,255,646
Mark T. Gallogly	SC II, Credit Partners, Credit Partners Master	SC II, Credit Partners, Credit Partners Master	58,669,891
Jeffery H. Aronson	SC II, Credit Partners, Credit Partners Master	SC II, Credit Partners, Credit Partners Master	58,669,891

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
See attached table at Annexure A containing further details of the Substantial Shareholders' relevant interest in Board Longyear Limited.				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and AGN/ARSN (if applicable)	Nature of association
NA	NA

7. Addresses

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

Name	Address
SC II	c/o Centerbridge Partners, L.P., 375 Park Avenue, 12th Floor, New York, New York, USA
Credit Partners	c/o Centerbridge Partners, L.P., 375 Park Avenue, 12th Floor, New York, New York, USA
Credit Partners Master	c/o Ogler Fiduciary Services (Cayman) Limited, 89 Nexus Way, Camana Bay, Grand Cayman KY1-9007, Cayman Islands.
Special Credit GP	c/o Centerbridge Partners, L.P., 375 Park Avenue, 12th Floor, New York, New York, USA
Credit GP	c/o Centerbridge Partners, L.P., 375 Park Avenue, 12th Floor, New York, New York, USA
Credit Offshore GP	c/o Centerbridge Partners, L.P., 375 Park Avenue, 12th Floor, New York, New York, USA
Special GP Investors	c/o Centerbridge Partners, L.P., 375 Park Avenue, 12th Floor, New York, New York, USA
Credit GP Investors	c/o Centerbridge Partners, L.P., 375 Park Avenue, 12th Floor, New York, New York, USA
Credit Offshore GP Investors	c/o Centerbridge Partners, L.P., 375 Park Avenue, 12th Floor, New York, New York, USA
Credit Advisors	c/o Centerbridge Partners, L.P., 375 Park Avenue, 12th Floor, New York, New York, USA
Centerbridge Partners	375 Park Avenue, 12th Floor, New York, New York, USA
Centerbridge Holdings	c/o Centerbridge Partners, L.P., 375 Park Avenue, 12th Floor, New York, New York, USA
Mark T. Gallogly	c/o Centerbridge Partners, L.P., 375 Park Avenue, 12th Floor, New York, New York, USA
Jeffery H. Aronson	c/o Centerbridge Partners, L.P., 375 Park Avenue, 12th Floor, New York, New York, USA

Signature

print name Jeffrey H. Aronson

capacity On behalf of himself
and Centerbridge Holdings

sign here

date 24/07/2014

print name Mark T. Gallogly

capacity On behalf of himself

sign here

date 24/07/2014

print name Susanne V. Clark

capacity Authorized Signatory of
each of the Substantial
Holders other than
Messrs. Aronson and
Gallogly and Centerbridge Holdings

sign here

date 24/07/2014

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 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and 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).
 See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (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) Details of the consideration must include any and all benefits, moneys 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.

Annexure A to Form 603

This is annexure A of 1 page referred to in form 603 'Notice of initial substantial holder' dated 24 July 2014.

DETAILS OF ALL ACQUISITIONS OF BOART LONGYEAR LIMITED ACN 123 052 728 BY SUBSTANTIAL SHAREHOLDERS LISTED IN FORM 603

	DATE	# SHARES	PURCHASE PRICE	AMOUNT
SC II				
ON MARKET	11/07/14	459,959	A\$0.1549	A\$71,247.65
ON MARKET	16/07/14	458,075	A\$0.1116	A\$51,121.17
ON MARKET	18/07/14	219,050	A\$0.0882	A\$19,320.21
ON MARKET	21/07/14	3,281,394	A\$0.0974	A\$319,607.78
ON MARKET	22/07/14	2,198,882	A\$0.1185	A\$260,567.52
ON MARKET	23/07/14	5,195,189	A\$0.1665	A\$864,998.97
ON MARKET	24/07/14	1,601,696	A\$0.2081	A\$333,312.94
TOTAL FOR SC II		13,414,245		A\$1,920,176.23
Credit Partners				
ON MARKET	11/07/14	534,719	A\$0.1549	A\$82,827.97
ON MARKET	16/07/14	536,921	A\$0.1116	A\$59,920.38
ON MARKET	18/07/14	257,352	A\$0.0882	A\$22,698.45
ON MARKET	21/07/14	3,855,535	A\$0.0974	A\$375,529.11
ON MARKET	22/07/14	2,585,456	A\$0.1185	A\$306,376.54
ON MARKET	23/07/14	6,104,122	A\$0.1665	A\$1,016,336.31
ON MARKET	24/07/14	1,884,149	A\$0.2081	A\$392,091.41
TOTAL FOR CREDIT PARTNERS		15,758,254		A\$2,255,780.17
Credit Partners Master				
ON MARKET	11/07/14	1,005,322	A\$0.1549	A\$155,724.38
ON MARKET	16/07/14	1,005,004	A\$0.1116	A\$112,158.45
ON MARKET	18/07/14	523,598	A\$0.0882	A\$46,181.34
ON MARKET	21/07/14	7,213,071	A\$0.0974	A\$702,553.12
ON MARKET	22/07/14	4,815,662	A\$0.1185	A\$570,655.95
ON MARKET	23/07/14	11,420,580	A\$0.1665	A\$1,901,526.57
ON MARKET	24/07/14	3,514,155	A\$0.2081	A\$731,295.88
TOTAL FOR CREDIT PARTNERS MASTER		29,497,392		A\$4,220,095.46
TOTAL RELEVANT INTEREST FOR SUBSTANTIAL SHAREHOLDERS IN FORM 603		58,669,891		A\$8,396,051.85

Signature:


 Authorised Signatory

Date: 24 July 2014