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Legg Mason Asset Management Australia Limited, ABN 76 004 635 849, AFSL No. 240627

LEGG MASON

GLOBAL ASSET MANAGEMENT

To: ASX Company Announcements Platform **From:** Legg Mason Asset Management Australia Limited

Company Secretary – Bradken Ltd

Fax: 1300 135 638 / 02 4926 8201 **Fax:** 03 9017 8665

Phone: **Phone:** 03 9017 8600

Pages (Including cover): 12 **Date:** 4th December 2014

Re: Submission of Form 603 re: Bradken Ltd

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Notes:

Please find following Form 603: Notice of new Substantial Shareholder by Legg Mason

Asset Management Australia Limited.

Notice of initial substantial shareholder**Form 603
Corporations Law
Section 671B**

To: Bradken Limited
20 McIntosh Drive
MAYFIELD WEST NSW 2304

1. Details of substantial shareholder

Legg Mason Asset Management Limited (ABN 76 004 838 849) and each of the bodies corporate listed in Annexure A

The holder became a substantial holder on 2 December 2014

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interest in the scheme that the substantial holder or an associate had a relevant interest in on the date the substantial holder became a substantial holder are as follows:

Class of securities	Number of securities	Person's vote	Voting Power
BKN Fully Paid Ordinary	8,567,368	8,567,368	5.01%

3. Details of relevant interests

Holder of relevant interest	Nature of relevant interest	Class and number of securities
Legg Mason Asset Management Australia Limited	8,563,109 were acquired pursuant to contracts entered into in the ordinary course of business on a stock market of a stock exchange containing no terms and conditions other than standard terms and conditions	8,563,109 BKN Fully Paid Ordinary
QS Investors, LLC	4,259 were acquired pursuant to contracts entered into in the ordinary course of business on a stock market of a stock exchange containing no terms and conditions other than standard terms and conditions	4,259 BKN Fully Paid Ordinary

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	Class and number of securities
Legg Mason Asset Management Australia Limited	State Street Australia Limited	312,193 BKN Fully Paid Ordinary
Legg Mason Asset Management Australia Limited	The Bank of New York Mellon	794,462 BKN Fully Paid Ordinary
Legg Mason Asset Management Australia Limited	National Custodian Services	1,940,320 BKN Fully Paid Ordinary
Legg Mason Asset Management Australia Limited	Banque Nationale de Paris	1,157,746 BKN Fully Paid Ordinary
Legg Mason Asset Management Australia Limited	Citi	3,475,176 BKN Fully Paid Ordinary
Legg Mason Asset Management Australia Limited	JP Morgan	883,212 BKN Fully Paid Ordinary
QS Investors, LLC	Credit Suisse Prime Services	4,259 BKN Fully Paid Ordinary

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	Class and number of securities
Legg Mason Asset Management Australia Limited	Refer to Annexure B		

6. Associates

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

Name and ACN/ABN (if applicable)	Nature of association
As per Annexure A	Each of the bodies corporate referred to in Annexure A is a related body corporate of Legg Mason Asset Management Australia Limited.

7. Addresses

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

Name	Nature of association
Legg Mason Asset Management Australia Limited	Level 47, 120 Collins Street, Melbourne VIC 3000

Dated this 4th day of December 2014



Rino Lupo
Legg Mason Asset Management Australia Limited

Annexure A

Legg Mason, Inc. Subsidiaries

<i>Name of undertaking</i>	<i>Nature of Close Link</i>	<i>Country of Incorporation</i>	<i>Reg. No.</i>	<i>Address</i>
3040692 Nova Scotia Company	subsidiary of parent undertaking	Nova Scotia, Canada	3040692	1959 Upper Water St. Ste 800 Halifax, Nova Scotia B3J 2X2 Canada
Arroyo Seco, Inc.	subsidiary of parent undertaking	California, USA	C1947603	117 East Colorado Boulevard Pasadena, CA 91105 USA
The Baltimore Company	subsidiary of parent undertaking	Maryland, USA	D00922617	100 Light Street Baltimore, MD 21202 USA
QS Investors, LLC	subsidiary of parent undertaking	Delaware, USA	3661145	880 3rd Avenue, 7th Floor, New York, NY 10022
BMML, Inc.	subsidiary of parent undertaking	Maryland, USA	D3350188	100 International Drive Baltimore, MD 21202 USA
Brandywine Global Investment Management, LLC	subsidiary of parent undertaking	Delaware, USA	2091943	2929 Arch Street, 8 th Floor Philadelphia, Pennsylvania 19104 USA
Brandywine Global Investment Management (Asia) Pte Ltd.	subsidiary of parent undertaking	Singapore	200308686N	36 Robinson House, #18 City House Singapore
BRE Group, Inc.	subsidiary of parent undertaking	Ohio, USA	642976	36 East Fourth Street Cincinnati, OH 45202
ClearBridge Advisors LLC	subsidiary of parent undertaking	Delaware, USA	4013798	620 8th Avenue, New York, NY 10018
Carnes Capital Corporation	subsidiary of parent undertaking	Florida, USA	H24363	8889 Pelican Bay Blvd 5th Floor Naples, FL 34108 USA
Citi Fundos Asset Management Ltda.	subsidiary of parent undertaking	Brazil	CNPJ No. 07.437.241/0001-41	Avenida Engenheiro Luis Carlos Berrini, 716, 4th and 5th floors-part, 04571-000, São Paulo, SP, Brazil
Citi Fund Management Inc.	subsidiary of parent undertaking	Delaware	3341278	100 First Stamford Place, Stamford, CT 06902-6729
Citicorp Investment Management (Luxembourg) S.A.	subsidiary of parent undertaking	Luxembourg	B 38 087	58 Boulevard Grande-Duchesse Charlotte L-1330 Luxembourg
CitiMoney S.A.	subsidiary of parent undertaking	Luxembourg	B 23 113	58 Boulevard Grande-Duchesse Charlotte L-1330 Luxembourg
Fairfield Group, Inc.	subsidiary of parent undertaking	Pennsylvania, USA	778199	200 Gibraltar Road Horsham, PA 19044 USA

Annexure A

<i>Name of undertaking</i>	<i>Nature of Close Link</i>	<i>Country of Incorporation</i>	<i>Reg. No.</i>	<i>Address</i>
Gray Seifert & Company, LLC	subsidiary of parent undertaking	Delaware, USA	3593192	100 International Drive Baltimore, MD 21202 USA
Handlowy Zaradzanie Aktywami SA	subsidiary of parent undertaking	Poland		ul. Traugutta 7/9 00-067 Warszawa POLAND
Howard Weil Mortgage Corporation	subsidiary of parent undertaking	Louisiana, USA	34138130D	1100 Poydras Street, Suite 3500 New Orleans, LA 70163 USA
Institutional Capital Management, Inc.	subsidiary of parent undertaking	New York, USA	Not Applicable	445 PARK AVE 9TH FL NEW YORK, NEW YORK, 10022
Investors Savings Trust Limited	subsidiary of parent undertaking	U.K.	00288338	21-22 Grosvenor Street London W1K 4QJ
Johnson Fry Corporate and General Insurance Consultants Limited	subsidiary of parent undertaking	U.K.	02022621	21-22 Grosvenor Street London W1K 4QJ
Johnson Fry Finance 4 Limited	subsidiary of parent undertaking	U.K.	03058533	21-22 Grosvenor Street London W1K 4QJ
Johnson Fry Finance 5 PLC	subsidiary of parent undertaking	U.K.	02834196	21-22 Grosvenor Street London W1K 4QJ
Johnson Fry Monitoring Services Limited	subsidiary of parent undertaking	U.K.	02140148	21-22 Grosvenor Street London W1K 4QJ
Johnson Fry Securities Limited	subsidiary of parent undertaking	U.K.	02135750	21-22 Grosvenor Street London W1K 4QJ
Legg Mason, Inc.	parent undertaking	Maryland, USA	D01223502	100 International Drive Baltimore, MD 21202 USA
Legg Mason & Co., LLC	subsidiary of parent undertaking	Maryland, USA	W10760775	100 International Drive Baltimore, MD 21202 USA
Legg Mason Asset Management (Asia) Pte Ltd	subsidiary of parent undertaking	Singapore	200007692R	1 George Street #23-01, Singapore 049145
Legg Mason Asset Management Australia Limited	subsidiary of parent undertaking	Australia	004 835 849	Level 47, 120 Collins Street Melbourne, Victoria 3000 Australia
Legg Mason Asset Management (Japan) Co., Ltd.	subsidiary of parent undertaking	Japan	0199-01-048652	Ole Center Building, Otemachi 1-1-3, Chiyoda-ku, Tokyo, Japan
Legg Mason Canada Inc.	subsidiary of parent undertaking	Canada, USA	3892034	Suite 1400, 320 Bay Street Toronto, Ontario Canada
Legg Mason Canada Holdings Ltd.	subsidiary of parent undertaking	New Brunswick, Canada	51137	44 Chipman Hill, 10th Floor St. John, New Brunswick E2L 4S6 Canada
Legg Mason Capital Management, Inc.	subsidiary of parent undertaking	Maryland, USA	D01471242	100 International Drive Baltimore, MD 21202 USA
Legg Mason (Chile) Administradora General de Fondos S.A.	subsidiary of parent undertaking	Chile	96.613.580-8	Avenida Andrés Bello N° 2687, oficina 301, Las Condes, Santiago

Annexure A

<i>Name of undertaking</i>	<i>Nature of Close Link</i>	<i>Country of Incorporation</i>	<i>Reg. No.</i>	<i>Address</i>
Legg Mason Commercial Real Estate Services, Inc.	subsidiary of parent undertaking	Maryland, USA	D03157484	100 International Drive Baltimore, MD 21202 USA
Legg Mason Funding, Corp.	subsidiary of parent undertaking	Delaware, USA	3417797	100 International Drive Baltimore, MD 21202 USA
Legg Mason Fund Adviser, Inc.	subsidiary of parent undertaking	Maryland, USA	D01370147	100 International Drive Baltimore, MD 21202 USA
Legg Mason Funds Management, Inc.	subsidiary of parent undertaking	Maryland, USA	D05837141	100 International Drive Baltimore, MD 21202 USA
Legg Mason (UK) Holdings PLC	subsidiary of parent undertaking	U.K.	03847917	32 Harbour Exchange Square London E14 9JX
Legg Mason International Equities (Hong Kong) Limited	subsidiary of parent undertaking	Hong Kong	33776	20/F., Three Exchange Square, 8 Connaught Place, Central, Hong Kong
Legg Mason International Equities Limited	subsidiary of parent undertaking	U.K.	03752343	9 th Floor, 10 Exchange Square Primrose Street London England EC2A 2EN
Legg Mason Holdings (Australia) Pty Ltd	subsidiary of parent undertaking	Australia	115 607 791	Level 1, 224 Queens Street Melbourne, Victoria Australia
Legg Mason International Holdings, LLC	subsidiary of parent undertaking	Delaware, USA	3902415	100 International Drive Baltimore, MD 21202 USA
Legg Mason International Holdings (Chile), LLC	subsidiary of parent undertaking	Chile	59.115.780-9	El Regidor N° 66, piso 10, Las Condes, Santiago
Legg Mason International Holdings II, LLC	subsidiary of parent undertaking	Delaware, USA	3973466	100 International Drive Baltimore, MD 21202 USA
Legg Mason Inversiones Holding Limitada	subsidiary of parent undertaking	Chile	76.400.200-8	Avenida Andrés Bello 2687, oficina 301, Las Condes, Santiago Chile
Legg Mason Inversiones Limitada	subsidiary of parent undertaking	Chile	76.363.330-6	Avenida Andrés Bello 2687, oficina 301, Las Condes, Santiago Chile
Legg Mason Investment Counsel, LLC	subsidiary of parent undertaking	Maryland, USA	W10285906	100 International Drive Baltimore, MD 21202 USA
Legg Mason Investment Counsel & Trust Company, N.A.	subsidiary of parent undertaking	USA	15377	100 International Drive Baltimore, MD 21202 USA
Legg Mason Investment Funds Limited (FRN 172614)	subsidiary of parent undertaking	U.K.	00970167	32 Harbour Exchange Square London E14 9JX
Legg Mason Investments (Europe) Limited (FRN 121831)	subsidiary of parent undertaking	U.K.	01732037	32 Harbour Exchange Square London E14 9JX
Legg Mason Investments Funding Limited	subsidiary of parent undertaking	U.K.	01439307	32 Harbour Exchange Square London E14 9JX

Annexure A

<i>Name of undertaking</i>	<i>Nature of Close Link</i>	<i>Country of Incorporation</i>	<i>Reg. No.</i>	<i>Address</i>
Legg Mason Investments Holdings Limited	subsidiary of parent undertaking	U.K.	00211513	32 Harbour Exchange Square London E14 9JX
Legg Mason Investments (Hong Kong) Limited	subsidiary of parent undertaking	Hong Kong	504051	20/F., Three Exchange Square, 8 Connaught Place, Central, Hong Kong
Legg Mason Investments Limited	subsidiary of parent undertaking	U.K.	01294685	32 Harbour Exchange Square London E14 9JX
Legg Mason Investments (Ireland) Limited	subsidiary of parent undertaking	Ireland	271887	30 Herbert Street Dublin 2 Ireland
Legg Mason Investments (Luxembourg) S.A.	subsidiary of parent undertaking	Luxembourg	B 28 121	58 Boulevard Grande-Duchesse Charlotte L-1330 Luxembourg
Legg Mason Investments (Taiwan) Ltd.	subsidiary of parent undertaking	Taiwan	Unified Business No. 97173421	Suite E, 55F, Taipei 101 Tower, 7, Xin Yi Road, Section 5, Taipei, 110, Taiwan, R.O.C.
Legg Mason Investments (Taiwan) Holdings Ltd.	subsidiary of parent undertaking	Hong Kong	0989310	20/F., Three Exchange Square, 8 Connaught Place, Central, Hong Kong
Legg Mason Investments Management Services Limited	subsidiary of parent undertaking	U.K.	02149892	32 Harbour Exchange Square London E14 9JX
Legg Mason Investments Nominees Limited	subsidiary of parent undertaking	U.K.	02003739	21-22 Grosvenor Street London W1K 4QJ
Legg Mason Investments Secretaries Limited	subsidiary of parent undertaking	U.K.	02261126	21-22 Grosvenor Street London W1K 4QJ
Legg Mason Investor Services, LLC	subsidiary of parent undertaking	Delaware, USA	3323891	100 International Drive Baltimore, MD 21202 USA
Legg Mason Investors Asset Finance Limited	subsidiary of parent undertaking	U.K.	02876226	32 Harbour Exchange Square London E14 9JX
Legg Mason Marketing Company, LLC	subsidiary of parent undertaking	Maryland, USA	W10870681	100 International Drive Baltimore, MD 21202 USA
Legg Mason Properties, Inc.	subsidiary of parent undertaking	North Carolina, USA	0488417	5955 Carnegie Boulevard, Suite 200 Charlotte, NC 28209 USA
Legg Mason Real Estate Investors, Inc.	subsidiary of parent undertaking	Maryland, USA	D05992144	100 International Drive Baltimore, MD 21202 USA
Legg Mason Real Estate Securities Advisors, Inc.	subsidiary of parent undertaking	Maryland, USA	D05486048	100 International Drive Baltimore, MD 21202 USA
Legg Mason Realty Capital, Inc.	subsidiary of parent undertaking	Maryland, USA	D02051654	100 International Drive Baltimore, MD 21202 USA

Annexure A

<i>Name of undertaking</i>	<i>Nature of Close Link</i>	<i>Country of Incorporation</i>	<i>Reg. No.</i>	<i>Address</i>
Legg Mason Realty Group, Inc.	subsidiary of parent undertaking	Maryland, USA	D01605567	100 International Drive Baltimore, MD 21202 USA
Legg Mason Realty Partners, Inc.	subsidiary of parent undertaking	Maryland, USA	D02533206	100 International Drive Baltimore, MD 21202 USA
Legg Mason Securities (Japan) Co., Ltd.	subsidiary of parent undertaking	Japan	0199-01-096821	Ote Center Building, Otemachi 1-1-3, Chiyoda-ku, Tokyo, Japan
Legg Mason Technology Services, Inc.	subsidiary of parent undertaking	Maryland, USA	D05927942	100 International Drive Baltimore, MD 21202 USA
Legg Mason Tower, Inc.	subsidiary of parent undertaking	Maryland, USA	D02404598	100 International Drive Baltimore, MD 21202 USA
LM Fund Management, LLC	subsidiary of parent undertaking	Maryland, USA	W04310280	100 International Drive Baltimore, MD 21202 USA
LM Fund Services, Inc.	subsidiary of parent undertaking	Maryland, USA	D05985221	100 International Drive Baltimore, MD 21202 USA
LM Holdings Limited	subsidiary of parent undertaking	U.K.	03847974	32 Harbour Exchange Square London E14 9JX
LM Holdings (Cayman) Limited	subsidiary of parent undertaking	Cayman Islands	152919	Walker House Mary Street PO Box 908GT Grand Cayman Cayman Islands
LM International Holding LP	subsidiary of parent undertaking	Cayman Islands	Not Applicable	Walker House Mary Street PO Box 908GT Grand Cayman Cayman Islands
LM International Holdings (UK) Limited	subsidiary of parent undertaking	U.K.	5524252	2 Serjeant's Inn London EC2Y 1LT
LMM LLC	subsidiary of parent undertaking	Delaware, USA	3034276	100 International Drive Baltimore, MD 21202 USA
LMRC II, Inc.	subsidiary of parent undertaking	Maryland, USA	D2190973	100 International Drive Baltimore, MD 21202 USA
LMRC Properties, Inc.	subsidiary of parent undertaking	Maryland, USA	D02164267	100 International Drive Baltimore, MD 21202 USA

Annexure A

<i>Name of undertaking</i>	<i>Nature of Close Link</i>	<i>Country of Incorporation</i>	<i>Reg. No.</i>	<i>Address</i>
LM Tower, LLC	subsidiary of parent undertaking	Delaware, USA	3048412	100 International Drive Baltimore, MD 21202 USA
The London Investment Trust Limited	subsidiary of parent undertaking	U.K.	00108951	32 Harbour Exchange Square London E14 9JX
Permal Asset Management Inc.	subsidiary of parent undertaking	Delaware, USA	3535732	900 Third Avenue 28th Floor New York, NY 10022
Permal Capital Holdings	subsidiary of parent undertaking	Delaware, USA	2255672	900 Third Avenue 28th Floor New York, NY 10022
Permal Capital Management LLC	subsidiary of parent undertaking	Delaware, USA	2178478	111 Huntington Ave Suite 2850 Boston, MA 02199
Permal France SAS	subsidiary of parent undertaking	France	451 053 789 00017	25 Avenue Franklin D. Roosevelt, Paris 75008, France
Permal Group Inc.	subsidiary of parent undertaking	USA	96011800699	900 Third Avenue 28th Floor New York, NY 10022
Permal Group Ltd	subsidiary of parent undertaking	U.K.	05294329	25 St James's Street, London, SW1A 1HA
Permal (Hong Kong) Limited	subsidiary of parent undertaking	Hong Kong	35651206-000- 05-05-01	1903 Hong Kong, One IFC, 18F 1 Harbour View Street, Central Hong Kong
Permal Investment Management Services Ltd	subsidiary of parent undertaking	UK; Branches in Singapore and Dubai	3535219	25 St James's Street, London, SW1A 1HA
Permal (Isle of Man) Limited	subsidiary of parent undertaking	Isle of Man	097906C	60 Circular Road, Douglas Isle of Man IM1 1SA
Permal (UK) Ltd.	subsidiary of parent undertaking	U.K.	00362294	25 St James's Street, London, SW1A 1HA
PCM Holdings I, Inc.	subsidiary of parent undertaking	Delaware, USA	3781370	8889 Pelican Blvd, 5th Floor Naples, FL 34108 USA
PCM Holdings II, LLC	subsidiary of parent undertaking	Delaware, USA	3409291	8889 Pelican Blvd, 5th Floor Naples, FL 34108 USA
Private Capital Management, LP	subsidiary of parent undertaking	Delaware, USA	3249339	8889 Pelican Bay Blvd 5th Floor Naples, FL 34108 USA
Royce & Associates, LLC	subsidiary of parent undertaking	Delaware, USA	3439038	1414 Avenue of the Americas New York, NY 10019 USA
Royce Fund Services, Inc.	subsidiary of parent undertaking	New York, USA	Not applicable	1414 Avenue of the Americas New York, NY 10019 USA
Royce Management Company, LLC	subsidiary of parent undertaking	Delaware, USA	3440111	1414 Avenue of the Americas New York, NY 10019 USA

Annexure A

<i>Name of undertaking</i>	<i>Nature of Close Link</i>	<i>Country of Incorporation</i>	<i>Reg. No.</i>	<i>Address</i>
St. James Bank and Trust Company Limited	subsidiary of parent undertaking	Bahamas	46656	Dockendale House, 4th Floor West Bay Street P.O. Box N-218Nassau, Bahamas
TIMCO Asset Management, Inc.	subsidiary of parent undertaking	Connecticut, USA	0046550	100 First Stamford Place, Stamford, CT 06902
Towarzystwo Funduszy Inwestycyjnych BH SA	subsidiary of parent undertaking	Poland		ul. Traugutta 7/9 00-067 Warszawa POLAND
WAMC Pte Ltd.	subsidiary of parent undertaking	Singapore	200007706Z	1 George Street #23-01, Singapore 049145
Westem Asset Administradora de Recursos Ltda.	subsidiary of parent undertaking	Brazil	CNPJ No. 07.437.251/0001-87	Avenida Engenheiro Luis Carlos Berrini, 716, 4th and 5th floors-part,04571-000, São Paulo, SP, Brazil
Westem Asset Holdings (Australia) Pty Ltd	subsidiary of parent undertaking	Australia	118222343	Level 48, 120 Collins Street Melbourne, Victoria 3000 Australia
Westem Asset Management (Ireland) Ltd	subsidiary of parent undertaking	Ireland	176740	30 Herbert Street Dublin 2 Ireland
Westem Asset Management Company Pty Ltd	subsidiary of parent undertaking	Australia	117767923	Level 48, 120 Collins Street Melbourne, Victoria 3000 Australia
Westem Asset Management Company	subsidiary of parent undertaking	California, USA	C0635779	385 East Colorado Blvd Pasadena, California 91101 USA
Western Asset Management Company Limited	subsidiary of parent undertaking	U.K.	02479672	10 Exchange Square Primrose Street London EC2A 2EN
Westem Asset Management (UK) Holdings Limited	subsidiary of parent undertaking	U.K.	05323402	10 Exchange Square Primrose Street London EC2A 2EN
Westem Asset Management Company Ltd.	subsidiary of parent undertaking	Japan	0199-01-091202	Ole Center Building, Otemachi 1-1-3, Chiyoda-ku, Tokyo, Japan
W&P Fund Services Ltd	subsidiary of parent undertaking	Bahamas	45369B	Cumberland House 27 Cumberland St. P.O. Box N. 3918Nassau, Bahamas
Velocity SPV LLC	subsidiary of parent undertaking			

Annexure B

BKN Acquisitions from 2 August to 1 December 2014:

Date	Buy	Quantity	Price	Class
12/01/14	B	61310	3.2976	Fully Paid Ordinary
11/27/14	B	58180	3.8972	Fully Paid Ordinary
11/07/14	B	69324	3.6952	Fully Paid Ordinary
11/05/14	B	60349	3.6685	Fully Paid Ordinary
11/04/14	B	39715	3.7358	Fully Paid Ordinary
10/31/14	B	49004	3.8773	Fully Paid Ordinary
10/24/14	B	163032	3.5559	Fully Paid Ordinary
10/23/14	B	164481	3.3785	Fully Paid Ordinary
10/10/14	B	4259	3.3889	Fully Paid Ordinary
10/03/14	B	87705	3.925	Fully Paid Ordinary
09/24/14	B	20257	4.2453	Fully Paid Ordinary
09/16/14	B	67291	4.5489	Fully Paid Ordinary
09/01/14	B	101265	4.6873	Fully Paid Ordinary
08/05/14	B	68920	4.5468	Fully Paid Ordinary