

Level 47, 120 Collins Street  
Melbourne VIC 3000  
PO Box 24011  
Melbourne VIC 3001

T +613 9017 8600  
F +613 9017 8600  
Freecall 1800 679 541  
www.leggmason.com.au

Legg Mason Asset Management Australia Limited, ABN 76 004 835 846, AFSL No. 240827

**LEGG MASON**  
GLOBAL ASSET MANAGEMENT

**To:** ASX Company Announcements  
Platform

**From:** Legg Mason Asset Management  
Australia Limited

**Fax:** 1300 135 638

**Fax:** 03 9017 8665

**Phone:**

**Phone:** 03 9017 8600

**Pages (Including cover):** 8

**Date:** 23<sup>rd</sup> October 2015

**Re: Submission of Form 603 re: Spark Infrastructure Group**

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**Notes:**

Please find following Form 603 (Notice of Substantial Shareholder) by Legg Mason

<b>Notice of initial substantial shareholder</b>	<b>Form 603 Corporations Law Section 671B</b>
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To: Spark Infrastructure Group  
Level 6, 255 George Street  
SYDNEY NSW 2000

**1. Details of substantial shareholder**

Legg Mason, Inc. and each of the bodies corporate listed in Annexure A

The holder became a substantial holder on 21<sup>st</sup> October 2015

**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
SKI Fully Paid Ordinary	175,561,487	175,561,157	11.97%

**3. Details of relevant interests**

Holder of relevant interest	Nature of relevant interest	Class and number of securities
Legg Mason Asset Management Australia Limited (ABN 76 004 838 849)	Registered and beneficial holder	30,319,176 Fully Paid Ordinary
RARE Infrastructure Limited (ABN: 84 119 339 052)	Registered and beneficial holder	145,161,487 Fully Paid Ordinary
QS Investors	Registered and beneficial holder	80,494 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	RBC Investor Services	805,868 Fully Paid Ordinary
Legg Mason Asset Management Australia Limited	National Custodian Services	1,926,626 Fully Paid Ordinary
Legg Mason Asset Management Australia Limited	Brown Brothers Harriman	2,191,912 Fully Paid Ordinary
Legg Mason Asset Management Australia Limited	BNY Mellon	1,386,134 Fully Paid Ordinary

Legg Mason Asset Management Australia Limited	Citi	8,701,413 Fully Paid Ordinary
RARE Infrastructure Limited	JP Morgan Worldwide Securities Services	18,811,086 Fully Paid Ordinary
RARE Infrastructure Limited	Citigroup Pty Limited	5,592,846 Fully Paid Ordinary
RARE Infrastructure Limited	HSBC Bank Australia Limited	108,759,054 Fully Paid Ordinary
RARE Infrastructure Limited	National Nominees Limited	11,998,501 Fully Paid Ordinary
QS Investors	Bank of New York	70,938 Fully Paid Ordinary
QS Investors	State Street Bank	9,556 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	
RARE Infrastructure Limited		Refer to Annexure B	
QS Investors		Refer to Annexure B	

### 6. Associates

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

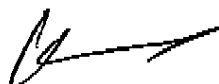
Name and ACN/ABN (if applicable)	Nature of association
As per Annexure A	Each of the bodies corporate referred to in Annexure A is a related body corporate of Legg Mason Asset Management Australia Limited.

### 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 23<sup>rd</sup> day of October 2015



Rino Lupo  
Director  
Legg Mason Asset Management Australia Limited

## ANNEXURE A

**Legg Mason, Inc. Subsidiaries**

<b>Name of Undertaking</b>	<b>Nature of Close Link</b>
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	Subsidiary of Parent Undertaking
Legg Mason Asset Management (Japan) Co., Ltd.	Subsidiary of Parent Undertaking
Legg Mason Asset Management Singapore Pte. Limited	Subsidiary of Parent Undertaking
Legg Mason Charitable Foundation, Inc.	Subsidiary of Parent Undertaking
Legg Mason International Equities (Hong Kong) Limited	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 (Luxembourg) S.A.	Subsidiary of Parent Undertaking
Legg Mason Investments (Taiwan) Limited	Subsidiary of Parent Undertaking
Legg Mason Investments (Switzerland) GmbH	Subsidiary of Parent Undertaking
Legg Mason Political Action Committee ("PAC")	Subsidiary of Parent Undertaking
Legg Mason Towarzystwo Funduszy Inwestycyjnych Spolka Akcyjna	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	Subsidiary of Parent Undertaking
Legg Mason Investments Holdings Limited	Subsidiary of Parent Undertaking
Legg Mason Investments Management Services Limited	Subsidiary of Parent Undertaking
Legg Mason Investments Nominees Limited	Subsidiary of Parent Undertaking

## ANNEXURE A

Legg Mason (UK) Holdings Limited	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	Subsidiary of Parent Undertaking
LM International Holding LP	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
Barrett Associates, Inc.	Subsidiary of Parent Undertaking
Brandywine Global Investment Management, LLC	Subsidiary of Parent Undertaking
Brandywine Global Investment Management (Canada), ULC	Subsidiary of Parent Undertaking
Brandywine Global Investment Management (Europe) Limited	Subsidiary of Parent Undertaking
Brandywine Global Investment Management (Asia) Pte. Limited	Subsidiary of Parent Undertaking
ClearBridge, LLC	Subsidiary of Parent Undertaking
ClearBridge Investments, LLC	Subsidiary of Parent Undertaking
ClearBridge Management Holdings 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
Martin Currie Fund Management Limited	Subsidiary of Parent Undertaking
Martin Currie Asia PTE Limited	Subsidiary of Parent Undertaking
Martin Currie Inc.	Subsidiary of Parent Undertaking
Martin Currie Investor Services Inc.	Subsidiary of Parent Undertaking
Permal Asset Management LLC	Subsidiary of Parent Undertaking
Permal Capital Management LLC	Subsidiary of Parent Undertaking
Permal (PGI) LLC	Subsidiary of Parent Undertaking
Permal Group Limited	Subsidiary of Parent Undertaking

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Permal (Hong Kong) Limited	Subsidiary of Parent Undertaking
Permal Investment Management Services Limited	Subsidiary of Parent Undertaking
Permal (Isle of Man) Limited	Subsidiary of Parent Undertaking
Permal (Japan) K.K.	Subsidiary of Parent Undertaking
Permal (Singapore) Pte. Limited	Subsidiary of Parent Undertaking
QS Batterymarch Financial Management, Inc.	Subsidiary of Parent Undertaking
QS Investors Fund Management, LLC	Subsidiary of Parent Undertaking
QS Investors Holdings, LLC	Subsidiary of Parent Undertaking
QS Investors, LLC	Subsidiary of Parent Undertaking
QS Legg Mason Global Asset Allocation, LLC	Subsidiary of Parent Undertaking
Royce & Associates, LLC	Subsidiary of Parent Undertaking
Royce Fund Services, Inc.	Subsidiary of Parent Undertaking
Royce Management Company, LLC	Subsidiary of Parent Undertaking
The Saint James Bank and Trust Company Ltd	Subsidiary of Parent Undertaking
Western Asset Management Company	Subsidiary of Parent Undertaking
Western Asset Management Company Ltd- Japan	Subsidiary of Parent Undertaking
Western Asset Management Company Limited- UK	Subsidiary of Parent Undertaking
Western Asset Management Company Pty Ltd- Australia	Subsidiary of Parent Undertaking
Western Asset Management Company Distribuidora de Títulos E Valores Mobiliarios Limitada	Subsidiary of Parent Undertaking
Western Asset Management Company Pte. Ltd.- Singapore	Subsidiary of Parent Undertaking
Batterymarch Asia GP, LTD	Subsidiary of Parent Undertaking
BGIM Capital Management, LLC	Subsidiary of Parent Undertaking
BMML, Inc.	Subsidiary of Parent Undertaking
Fauchier Partners Limited	Subsidiary of Parent Undertaking
Fauchier Partners Management Company Limited	Subsidiary of Parent Undertaking
Gray Seifert & Company, LLC	Subsidiary of Parent Undertaking
LM Asset Services, LLC	Subsidiary of Parent Undertaking
Martin Currie (Holdings) Limited	Subsidiary of Parent Undertaking
Martin Currie Limited	Subsidiary of Parent Undertaking
Martin Currie (Bermuda) Limited	Subsidiary of Parent Undertaking
China Healthcare GP Limited	Subsidiary of Parent Undertaking
China Development Capital GP Limited	Subsidiary of Parent Undertaking
Martin Currie Absolute Return Fund GP Limited	Subsidiary of Parent Undertaking
Moorgate Investment Management Limited (Dormant)	Subsidiary of Parent Undertaking
Martin Currie Trustees Limited (Dormant)	Subsidiary of Parent Undertaking

**ANNEXURE A**

Pelican Holdings I, LLC	Subsidiary of Parent Undertaking
Pelican Holdings II, LLC	Subsidiary of Parent Undertaking
Permal Business Consulting (Beijing) Company Limited	Subsidiary of Parent Undertaking
Permal Capital Holdings LLC	Subsidiary of Parent Undertaking
Permal Cayman International Limited Partnership	Subsidiary of Parent Undertaking
Permal MEP Cayman LP	Subsidiary of Parent Undertaking
Permal Group LLC	Subsidiary of Parent Undertaking
Permal Group Holdings, LLC	Subsidiary of Parent Undertaking
Permal Group Holdings Ltd.	Subsidiary of Parent Undertaking
Permal Group SAS	Subsidiary of Parent Undertaking
Permal Investment Consulting (Shanghai) Ltd.	Subsidiary of Parent Undertaking
Permal UK Ltd.	Subsidiary of Parent Undertaking
Saintoo Ltd.	Subsidiary of Parent Undertaking
SJBTC Ltd.	Subsidiary of Parent Undertaking
W&P Fund Services	Subsidiary of Parent Undertaking
Western Asset Holdings (Australia) Pty Ltd.	Subsidiary of Parent Undertaking
Western Asset Management (Brazil) Holdings Limitada	Subsidiary of Parent Undertaking
Western Asset Management (Cayman) Holdings Limited	Subsidiary of Parent Undertaking
Western Asset Management (UK) Holdings Limited	Subsidiary of Parent Undertaking
RARE Infrastructure Limited	Subsidiary of Parent Undertaking

## Annexure B

### Legg Mason Asset Management Australia Limited - SKI Transactions from 20th June - 21st October 2015:

#### Date

	B/S	Quantity	Price	Class
10/09/15	S	148987		1.9535 Fully Paid Ordinary
09/18/15	S	790079		1.8845 Fully Paid Ordinary
09/10/15	B	266624		1.8112 Fully Paid Ordinary
09/09/15	B	1290953		1.8649 Fully Paid Ordinary
08/10/15	S	245601		1.9343 Fully Paid Ordinary
07/24/15	B	169066		1.8289 Fully Paid Ordinary
07/10/15	S	38240		1.8789 Fully Paid Ordinary
07/10/15	B	38240		1.8789 Fully Paid Ordinary
07/10/15	S	62667		1.8744 Fully Paid Ordinary
07/03/15	B	50784		1.9085 Fully Paid Ordinary
07/02/15	B	564388		1.9275 Fully Paid Ordinary

### QS Investors -

### SKI Transactions from 20th June - 21st October 2015:

Date	B/S	Quantity	Price	Class
10/06/2015	B	5000		1.9145 Fully Paid Ordinary
9/04/2015	B	5000		1.8421 Fully Paid Ordinary
07/30/15	B	4944		1.8711 Fully Paid Ordinary
07/14/15	B	3800		1.9146 Fully Paid Ordinary
06/30/15	B	4000		1.9386 Fully Paid Ordinary

### RARE Infrastructure Limited -

### SKI Transactions from 20th June - 21st October 2015:

Date	B/S	Quantity	Consideration	Class
10/20/15	Sale	1,825,385	3,464,337	Ordinary Shares
10/19/15	Sale	1,275,029	2,423,583	Ordinary Shares
10/16/15	Sale	1,339,711	2,564,877	Ordinary Shares
10/15/15	Sale	1,319,037	2,523,450	Ordinary Shares
2/10/15	Sale	728,623	1,364,201	Ordinary Shares
9/24/15	Sale	125,086	238,289	Ordinary Shares
9/21/15	Purchase	76,295	141,146	Ordinary Shares
9/18/15	Sale	65,740	123,591	Ordinary Shares
9/17/15	Sale	3,902	7,355	Ordinary Shares
11/9/15	Sale	459,819	831,123	Ordinary Shares
10/9/15	Purchase	435,060	783,804	Ordinary Shares
8/9/15	Sale	8,852	16,775	Ordinary Shares
4/9/15	Sale	161,640	300,650	Ordinary Shares
1/9/15	Sale	2,550	4,973	Ordinary Shares
8/28/15	Sale	19,426	38,269	Ordinary Shares
8/25/15	Sale	102,293	3,710,681	Ordinary Shares
8/21/15	Sale	137,070	248,097	Ordinary Shares
8/14/15	Sale	120,162	227,106	Ordinary Shares
12/8/15	Sale	1,062,604	2,018,948	Ordinary Shares
11/8/15	Sale	188,565	361,309	Ordinary Shares
7/8/15	Purchase	145,457	430,303	Ordinary Shares
7/31/15	Purchase	64,661	368,635	Ordinary Shares
7/15/15	Purchase	170,701	327,746	Ordinary Shares
7/13/15	Sale	8,376,963	15,748,690	Ordinary Shares
10/7/15	Sale	487,225	915,544	Ordinary Shares
7/7/15	Sale	852,432	1,623,883	Ordinary Shares
1/7/15	Purchase	86,469	165,156	Ordinary Shares
6/30/15	Purchase	347,084	688,383	Ordinary Shares
6/25/15	Sale	7,232,885	14,538,099	Ordinary Shares