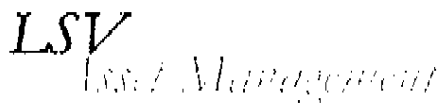


Please see the attached file containing Form 605 Notice of Ceasing to be a Substantial Holder. A copy has been sent to Downer EDI Limited.

Thank you,

Mirrin McDougald
Compliance Analyst
LSV Asset Management
155 North Wacker Drive
Suite 4600
Chicago, IL 60606
Phone: 312-242-2475
Fax: 312-220-9241
mmcdougald@lsvasset.com



October 26, 2015

The Manager
Company Announcements Office
Australian Securities Exchange

Re: LSV Asset Management Substantial Holding in Downer EDI Limited

Dear Sir/Madam:

LSV Asset Management is providing Form 605 Notice of Ceasing to be a Substantial holder under Subsection 671B of the Corporations Act 2001 in respect of Downer EDI Limited shares.

Regards,

A handwritten signature in black ink, appearing to read "Josh O'Donnell". The signature is fluid and cursive, with a large initial "J" and "O".

Josh O'Donnell
Chief Compliance Officer / Chief Legal Officer

Form 605Corporations Act 2001
Section 671B**Notice of ceasing to be a substantial holder**

To Company Name/Scheme Downer EDI Limited

ACN/ARSN 003 872 848

1. Details of substantial holder(1)

Name LSV Asset Management

ACN/ARSN (if applicable) ABRN 109438173

The holder ceased to be a
substantial holder on22 / 10 / 2015

The previous notice was given to the company on

27 / 5 / 2014

The previous notice was dated

26 / 5 / 2014**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change(5)	Class (6) and number of securities affected	Person's votes affected
Please See Annexure A					

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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
N/A	

4. Addresses

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

Name	Address
LSV Asset Management	155 N Wacker Drive, Suite 4600, Chicago, IL 60606

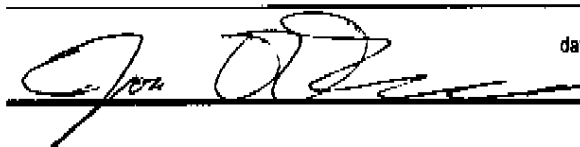
Signature

print name Josh O'Donnell

capacity Chief Compliance Officer

sign here

date 26 / 10 / 2015



This is Annexure 'A' referred to in the Form 60S: Notice of ceasing to be a substantial holder from LSV Asset Management dated 26 OCTOBER 2015

COMPANY: DOWNER EDI LIMITED (ASX: 003 872 848)

CHANGES IN RELEVANT INTERESTS

Date of Change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change (AUD)	Class and number of securities affected (Fully paid ordinary shares)	Person's votes affected
10/07/2015	LSV Asset Management	Transfer out of shares	(3,499,090.00)	(945,700.00)	(945,700.00)
07/01/2015	LSV Asset Management	Sale of shares	(129,133.40)	(35,300.00)	(35,300.00)
06/25/2015	LSV Asset Management	Sale of shares	(164,627.64)	(36,200.00)	(36,200.00)
06/23/2015	LSV Asset Management	Sale of shares	(26,118.75)	(5,800.00)	(5,800.00)
06/18/2015	LSV Asset Management	Transfer out of shares	(117,571.23)	(23,300.00)	(23,300.00)
05/22/2015	LSV Asset Management	Sale of shares	(725,546.00)	(145,400.00)	(145,400.00)
04/29/2015	LSV Asset Management	Transfer out of shares	(370,199.82)	(74,700.00)	(74,700.00)
04/27/2015	LSV Asset Management	Transfer in of shares	(293,400.00)	(65,200.00)	(65,200.00)
04/14/2015	LSV Asset Management	Transfer in of shares	293,400.00	65,200.00	65,200.00
03/31/2015	LSV Asset Management	Sale of shares	(100,077.94)	(22,400.00)	(22,400.00)
03/26/2015	LSV Asset Management	Sale of shares	(10,344.82)	(2,300.00)	(2,300.00)
03/25/2015	LSV Asset Management	Sale of shares	(406,993.96)	(88,900.00)	(88,900.00)
02/24/2015	LSV Asset Management	Transfer out of shares	(257,960.00)	(60,900.00)	(60,900.00)
01/30/2015	LSV Asset Management	Transfer in of shares	(510,881.00)	(123,700.00)	(123,700.00)
12/23/2014	LSV Asset Management	Transfer out of shares	(76,636.26)	(16,200.00)	(16,200.00)
12/16/2014	LSV Asset Management	Sale of shares	(352,046.97)	(86,900.00)	(86,900.00)
10/30/2014	LSV Asset Management	Sale of shares	(70,306.59)	(15,325.00)	(15,325.00)
10/28/2014	LSV Asset Management	Sale of shares	(591,941.88)	(126,000.00)	(126,000.00)
08/26/2014	LSV Asset Management	Sale of shares	(20,080.95)	(5,000.00)	(5,000.00)
08/14/2014	LSV Asset Management	Transfer in of shares	(49,368.24)	(10,100.00)	(10,100.00)
08/14/2014	LSV Asset Management	Transfer out of shares	43,830.00	9,000.00	9,000.00
07/11/2014	LSV Asset Management	Transfer out of shares	(43,830.00)	(9,000.00)	(9,000.00)
07/02/2014	LSV Asset Management	Sale of shares	(146,642.00)	(32,300.00)	(32,300.00)
06/25/2014	LSV Asset Management	Sale of shares	(156,167.87)	(36,700.00)	(36,700.00)
06/20/2014	LSV Asset Management	Sale of shares	(103,900.52)	(23,050.00)	(23,050.00)
06/19/2014	LSV Asset Management	Transfer out of shares	(49,361.25)	(11,300.00)	(11,300.00)
06/18/2014	LSV Asset Management	Sale of shares	(755,000.00)	(170,000.00)	(170,000.00)
06/10/2014	LSV Asset Management	Purchase of shares	(249,855.76)	(55,675.00)	(55,675.00)
06/08/2014	LSV Asset Management	Purchase out of shares	563,055.53	105,920.00	105,920.00
06/05/2014	LSV Asset Management	Purchase of shares	(143,871.00)	(27,300.00)	(27,300.00)
06/04/2014	LSV Asset Management	Purchase of shares	301,266.84	57,035.00	57,035.00
06/03/2014	LSV Asset Management	Purchase of shares	464,051.98	87,745.00	87,745.00
05/28/2014	LSV Asset Management	Purchase of shares	575,392.30	107,444.00	107,444.00
05/27/2014	LSV Asset Management	Purchase of shares	1,069,393.95	201,456.00	201,456.00
		Purchase of shares	3,647,751.17	674,520.00	674,520.00
		Purchase of shares	1,297,218.44	243,200.00	243,200.00
			89,382.57	(406,430.00)	(406,430.00)



10/26/15