



Wednesday, 22 September 2010

The Manager
Company Announcements
Australian Stock Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir / Madam

CLEANSING STATEMENT IN RELATION TO ENTITLEMENT OFFER

Please find attached Spark Infrastructure's notice under sections 708AA(2)(f) and 1012DAA(2)(f) of the Corporations Act as notionally modified by ASIC Class Order 08/35, in relation to its 2 for 7 Accelerated Non-renounceable Entitlement Offer announced today.

Yours faithfully,

A handwritten signature in blue ink, appearing to read "Alexandra Finley".

Alexandra Finley
Company Secretary

22 September 2010

The Manager
Company Notices Section
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

Spark Infrastructure Group (ASX Code: SKI): Notice under sections 708AA(2)(f) and 1012DAA(2)(f) of the Corporations Act 2001 (Cth) as notionally modified by ASIC Class Order 08/35

Spark Infrastructure Group (**SKI**) comprises Spark Infrastructure Holdings No. 1 Limited (ABN 14 116 940 786) (**Spark Holdings 1**), Spark Infrastructure Holdings No. 2 Limited (ABN 16 116 940 795) (**Spark Holdings 2**), Spark Infrastructure Holdings International Limited (ARBN 117 034 492) (**Spark International**) and Spark Infrastructure Trust (ARSN 116 870 725) (**Spark Trust**). Spark Infrastructure RE Limited (ACN 114 940 984) (AFS Licence No. 290436) (**Spark RE**) is the responsible entity of Spark Trust.

Stapled securities of SKI each comprise one ordinary share in Spark Holdings 1, one ordinary share in Spark Holdings 2, one CHESS Depository Interest over an ordinary share in Spark International, a unit in Spark Trust and a Loan Note issued by Spark RE as responsible entity of Spark Trust.

We announced today a fully underwritten accelerated non-renounceable entitlement offer (**Entitlement Offer**) of 2 SKI stapled securities (**New Securities**) for every 7 existing SKI stapled securities held as at 7:00pm (Sydney time) on 27 September 2010 by SKI securityholders with a registered address in Australia, New Zealand and certain other jurisdictions.

SKI advises that:

- (a) the New Securities will be offered for issue without disclosure to investors under Part 6D.2 or Part 7.9 of the Corporations Act 2001 (Cth) (**Act**) without a prospectus or a product disclosure statement being prepared;
- (b) this notice is being given under sections 708AA(2)(f) and 1012DAA(2)(f) of the Act as modified by ASIC Class Order 08/35 (**CO 08/35**);
- (c) as disclosing entities, Spark Holdings 1, Spark Holdings 2, Spark International and Spark RE in its capacity as responsible entity of Spark Trust, are subject to regular reporting and disclosure obligations;
- (d) as at the date of this notice, SKI has complied with:
 - (i) the provisions of Chapter 2M of the Act as they apply to each of Spark Holdings 1, Spark Holdings 2, Spark International and Spark RE in its capacity as responsible entity of Spark Trust; and
 - (ii) section 674 of the Act as it applies to each of Spark Holdings 1, Spark Holdings 2, Spark International and Spark RE in its capacity as responsible entity of Spark Trust; and
- (e) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8), 708AA(9), 1012DAA(8) or 1012DAA(9) of the Act as notionally modified by CO 08/35; and

- (f) the potential effect that the issue of the New Securities under the Entitlement Offer will have on the control of SKI, and the consequences of that effect, will depend on a number of factors, including investor demand. However, the Entitlement Offer is structured as a pro rata issue and the fact (based on substantial shareholder notices that have been lodged on or prior to the date of this notice) that no SKI stapled securityholder has voting power exceeding 12.41% of SKI's issued stapled securities, the Entitlement Offer is not expected to have any material effect or consequence on the control of SKI.

Yours Sincerely



Alexandra Finley
Company Secretary