

**FACSIMILE TRANSMITTAL SHEET**

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**Date:** August 27, 2012  
**To:** Company Announcements Office  
**Company:** Australian Stock Exchange Limited  
**Fax:** 011-612-9778-0999  
**Phone:** 011-612-9338-0000  
**Number of pages:**  
**(including cover)** 8

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<b>From:</b> Eric Segers	<b>Phone:</b> (512) 306 - 4353
<b>Email:</b> Eric.Segers@dimensional.com	<b>Fax:</b> (512) 306 - 6698

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To Whom It May Concern:

Please see the attached Form 605 – Notice of Ceasing to be a Substantial Holder. Dimensional has notified the Company accordingly.

Thank you.

*Eric Segers*  
*Compliance Analyst*

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6300 Bee Cave Rd., Bldg 1  
Austin, TX 78746

Tel: (512) 396-7400  
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**Form 605  
Corporations 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 Dimensional Entities

ACN/ARSN (if applicable) See Annexure A

The holder ceased to be substantial holder on 24/08/2012

The previous notice was given to the company on 08/08/2012

The previous notice was dated 08/08/2012

**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
See Annexure B					

**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**

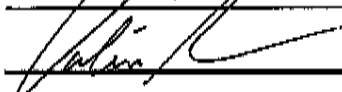
The addresses of persons named in this form are as follows:

Name	Address
	See Annexure C

**Signature**

Dimensional Fund Advisors LP  
By: Dimensional Holdings Inc., its General Partner

print name By: Valerie A. Brown capacity Assistant Secretary and Vice President

sign here  date August 27, 2012

**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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.
- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

**GUIDE** This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 605.

**Lodging period** Nil

**Lodging Fee** Nil

**Other forms to be completed** Nil

**Additional information**

- (a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.
- (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.
- (c) The person must give a copy of this notice:
  - (i) within 2 business days after they become aware of the information; or
  - (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if:
    - (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and
    - (B) the person becomes aware of the information during the bid period.

**Annexures** To make any annexure conform to the regulations, you must

- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
- 2 show the corporation name and ACN or ARBN
- 3 number the pages consecutively
- 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
- 5 identify the annexure with a mark such as A, B, C, etc
- 6 endorse the annexure with the words:  
*This is annexure (mark) of (number) pages referred to in form (form number and title)*
- 7 sign and date the annexure.

The annexure must be signed by the same person(s) who signed the form.

**Information in this guide is intended as a guide only. Please consult your accountant or solicitor for further advice.**

**ANNEXURE A**  
Downer EDI Limited  
ACN 003 872 848

**1. DETAILS OF SUBSTANTIAL HOLDERS**

In this Form 605, references to the "Dimensional Entities" are references to the following persons and entities and their respective associates and related bodies corporate:

Name	DFA Australia Limited (a subsidiary of Dimensional Fund Advisors LP) ACN 065 937 671
Name	Dimensional Fund Advisors LP
Name	Dimensional Fund Advisors Ltd. (a subsidiary of Dimensional Fund Advisors LP)
Name	Dimensional Fund Advisors Canada ULC (a subsidiary of DFA Canada LLC)
Name	DFA Canada LLC (a subsidiary of Dimensional Fund Advisors LP)
Name	Dimensional Holdings Inc. (general partner of Dimensional Fund Advisors LP)
Name	Dimensional Holdings LLC (limited partner of Dimensional Fund Advisors LP)
Name	David Booth
Name	Rex Sinquefield

This is Annexure "A" referred to in Form 605: Notice of ceasing to be a substantial holder

Date: August 27, 2012

Print Name: Dimensional Fund Advisors LP  
By: Dimensional Holdings Inc., its General Partner  
By: Valerie A. Brown

Signature: 

Capacity: Assistant Secretary and Vice President

**ANNEXURE B**  
 Downer EDI Limited  
 ACN 003 872 848

**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
		<p>The companies and individuals comprising the Dimensional Entities (as defined above) hold the following relevant interests in ordinary fully paid shares in Downer EDI Limited:</p> <p><b>(a) Registered Schemes</b></p> <p>DFA Australia Limited has the power to exercise, or control the exercise of, voting rights attached to these securities and /or the power to dispose of, or control the exercise of the disposal of these securities as responsible entity of the following registered managed investment schemes:</p>			
		<p><b>(b) Institutional Mandates</b></p> <p>DFA Australia Limited has the power to exercise, or control the exercise of, voting rights attached to these securities and /or the power to dispose of, or control the exercise of the disposal of these securities under the following mandates with institutional investors:</p>			
Aug 24 2012	WM Pool - Dimensional Australian Equity Trust	Sale	(\$400,465.53)	(106,119)	(106,119)
	<b>(c) Other Dimensional Entities Funds and Mandates</b>				

	<p>DFA Australia Limited has the power to dispose of, or to control the exercise of the power to dispose of, these securities under sub-advisory agreements and consulting services agreements with the Dimensional Entities in relation to the following mutual funds and mandates:</p>				
<p>Aug 24 2012</p>	<p>DFA International Small Cap Value Portfolio of DFA Investment Dimensions Group Inc. (US)</p>	<p>Purchase</p>		<p>\$ 144,322.44</p>	<p>47,254</p>
	<p>(d) Dimensional Fund Advisors LP and each of its subsidiaries are each deemed to have the same relevant interests in the securities as DFA Australia Limited because Dimensional Fund Advisors LP controls DFA Australia Limited;</p>				
	<p>(e) David Booth and Rex Sinquefeld are deemed to have the same relevant interests in the securities as Dimensional Fund Advisors LP as they each, individually or through trusts they control, have more than 20% voting power in Dimensional Holdings Inc., the general partner of Dimensional Fund Advisors LP;</p>				
	<p>(f) Dimensional Fund Advisors LP and the Dimensional Entities may also have relevant interests in the securities referred to in paragraph (c) above as investment manager or advisor to the mutual funds and mandates referred to in that paragraph.</p>				

This is Annexure "B" referred to in Form 605: Notice of ceasing to be a substantial holder

Date: August 27, 2012

Print Name: Dimensional Fund Advisors LP  
 By: Dimensional Holdings Inc., its General Partner  
 By: Valerie A. Brown

Signature: 

Capacity: Assistant Secretary and Vice President

**ANNEXURE C**  
**Downer EDI Limited**  
**ACN 003 872 848**

**4. ADDRESSES**

Name	Address
DFA Australia Limited	Level 43, 1 Macquarie Place, Sydney NSW 2000
Dimensional Fund Advisors LP	6300 Bee Cave Road, Building One, Austin, Texas, 78746, United States of America
Dimensional Fund Advisors Ltd.	20 Triton Street, London NW1 3BF, United Kingdom
DFA Canada LLC	6300 Bee Cave Road, Building One, Austin, Texas, 78746, United States of America
Dimensional Fund Advisors Canada ULC	1500 West Georgia Street, Suite 1520, Vancouver, British Columbia V6E 3C9, Canada
Dimensional Holdings Inc.	6300 Bee Cave Road, Building One, Austin, Texas, 78746, United States of America
Dimensional Holdings LLC	6300 Bee Cave Road, Building One, Austin, Texas, 78746, United States of America
David Booth	6300 Bee Cave Road, Building One, Austin, Texas, 78746, United States of America
Rex Sinquefeld	1299 Ocean Avenue, Santa Monica, California, 90401, United States of America

This is Annexure "C" referred to in Form 605: Notice of ceasing to be a substantial holder

Date: August 27, 2012

Print Name: Dimensional Fund Advisors LP  
 By: Dimensional Holdings Inc., its General Partner  
 By: Valerie A. Brown

Signature: 

Capacity: Assistant Secretary and Vice President