

**Form 603
Corporations Act 2001
Section 671B**

Notice of Initial Substantial Holder

To: **Bradken Ltd**
ACN/ARSN:

1. Details of substantial holder (s)

Name: FMR LLC and FIL Limited (FIL)
ACN/ARSN (if applicable)

The holder became a substantial holder on

2 July 2010

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of Securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary shares	7,080,876	7,080,876	5.10%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
FMR LLC & FIL	Parent companies of a fund management group with power to exercise control over disposal of the securities	7,080,876

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	Person entitled to be registered as holder (8)	Number of securities
FMR LLC & FIL	Various Custodians	FIDELITY BANK TEST ACCOUNT 2	1
FMR LLC & FIL	Various Custodians	BOEING SLCT INTL SCAP T52923	45,769
FMR LLC & FIL	Various Custodians	COLONIAL FIRST STATE AUS F 24	175,051
FMR LLC & FIL	Various Custodians	COX ENTP SLCT INT SMCP T52951	35,935
FMR LLC & FIL	Various Custodians	FID FDS - AUSTRALIA POOL	811,575
FMR LLC & FIL	Various Custodians	FIDELITY AUSTRALIAN EQ FUND	2,378,959
FMR LLC & FIL	Various Custodians	FID AUS SELECT GL SMALL CAP FD	106,108
FMR LLC & FIL	Various Custodians	FID AUSTRALIA SMALL CAP PLT FD	3,070

FMR LLC & FIL	Various Custodians	FIDELITY ASIA CYCL PILOT FUND	1,272
FMR LLC & FIL	Various Custodians	PYRAMIS CON INTL SM CAP T55105	59,499
FMR LLC & FIL	Various Custodians	AUSTRALIA - FUNDS SA	104,810
FMR LLC & FIL	Various Custodians	FIREFLY	196,671
FMR LLC & FIL	Various Custodians	PYRAMIS SEL INTL SM CAP(T1056)	227,699
FMR LLC & FIL	Various Custodians	MLC INVESTMENTS LIMITED	524,338
FMR LLC & FIL	Various Custodians	NORGES BANK AUSTRALIA	855,613
FMR LLC & FIL	Various Custodians	NYC TCHR SELCT INT SCAP T52844	87,582
FMR LLC & FIL	Various Custodians	ORG SLCT INTL SM CAP FD T55495	225,263
FMR LLC & FIL	Various Custodians	PENN PUBLIC SCHOOL EMP T51727	83,277
FMR LLC & FIL	Various Custodians	PUB SEC PSN SEL INTL SC T55523	280,149
FMR LLC & FIL	Various Custodians	KERN CNTY SEL INT SM CP T51631	54,347
FMR LLC & FIL	Various Custodians	PYR SLCT INTL SMCEQ LLC T51489	16,050
FMR LLC & FIL	Various Custodians	RIO TINTO STAFF SUPER FUND	231,720
FMR LLC & FIL	Various Custodians	ST BOA FL SLCT INTL SM T50818	180,869
FMR LLC & FIL	Various Custodians	STATE SUPER FINANCIAL SERVICES	23,484
FMR LLC & FIL	Various Custodians	TENNESSEE CONS RTMT SYS T52389	296,956
FMR LLC & FIL	Various Custodians	VERIZON SELCT INTL SCAP T52922	26,572
FMR LLC & FIL	Various Custodians	FUND 232	48,237
	TOTAL		7,080,876
			5.10%

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 (9)	Class and number of securities ordinary shares
		Cash/non-cash USD	
FMR LLC & FIL	5 March 2010	6.39	2,027
FMR LLC & FIL	10 March 2010	6.75	1,361
FMR LLC & FIL	31 March 2010	7.04	960
FMR LLC & FIL	8 April 2010	7.18	17,110
FMR LLC & FIL	12 April 2010	7.54	15,674
FMR LLC & FIL	13 April 2010	7.49	651
FMR LLC & FIL	15 April 2010	7.49	12,145
FMR LLC & FIL	16 April 2010	7.50	23,741
FMR LLC & FIL	27 April 2010	7.41	3,917
FMR LLC & FIL	28 April 2010	7.12	18,980
FMR LLC & FIL	5 May 2010	6.37	11,698
FMR LLC & FIL	7 May 2010	6.30	11,694
FMR LLC & FIL	7 May 2010	6.18	252
FMR LLC & FIL	19 May 2010	6.10	9,526
FMR LLC & FIL	19 May 2010	6.10	13,585
FMR LLC & FIL	19 May 2010	6.10	23,484
FMR LLC & FIL	19 May 2010	6.10	28,711

FMR LLC & FIL	19 May 2010	6.10	48,237
FMR LLC & FIL	19 May 2010	6.10	85,428
FMR LLC & FIL	19 May 2010	6.10	87,968
FMR LLC & FIL	19 May 2010	6.10	138,061
FMR LLC & FIL	28 May 2010	6.20	6,250
FMR LLC & FIL	31 May 2010	6.29	779
FMR LLC & FIL	3 June 2010	6.21	928
FMR LLC & FIL	3 June 2010	6.23	2,495
FMR LLC & FIL	10 June 2010	5.61	2,435
FMR LLC & FIL	24 June 2010	6.44	10,868
FMR LLC & FIL	24 June 2010	6.44	70,727
FMR LLC & FIL	25 June 2010	6.38	23,058
FMR LLC & FIL	29 June 2010	6.37	76,132
FMR LLC & FIL	29 June 2010	6.37	85,627
FMR LLC & FIL	30 June 2010	6.07	144,704
FMR LLC & FIL	30 June 2010	6.07	160,750
FMR LLC & FIL	1 July 2010	6.00	335,130
FMR LLC & FIL	1 July 2010	6.00	378,810
FMR LLC & FIL	2 July 2010	6.08	98,420
FMR LLC & FIL	2 July 2010	6.08	214,219

Please note that the trades shown in bold in the above table are disposition of shares.

6. Associates

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

Name and ACN/ARSN (if applicable)	Nature of association
FMR LLC	FMR LLC is a Delaware limited liability company with its principal place of business at 82 Devonshire Street, Boston, Massachusetts. Fidelity Management & Research Company (FMR Co.), Fidelity Management Trust Company (FMTC) and Pyramis Global Advisors LLC (PGALLC) are wholly-owned subsidiaries of FMR LLC and under the common control of FMR LLC. Each may be considered a related body corporate and hence an 'associate' of FMR LLC, as such term is used in the Corporations Law 2001. FMR Co. is advisor to registered holders named in Section 4 and has power under its management agreements to dispose of the subject shares. FMR Co. also carries out voting under the written guidelines established by the Boards of Trustees of the Funds which are registered holders. The relevant interests of FMTC and PGALLC consist of the power to dispose of, and may also consist of the power to vote or direct the voting of, the shares of institutional accounts with which they each have management agreements.
FIL	FIL Limited (FIL), previously known as Fidelity International Limited, is a Bermuda domiciled company with a registered office at Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda. FIL may vote or direct the voting of the shares of registered holders named in Section 4 under written guidelines established by the Board of Directors of FIL. FIL and its subsidiary management companies such as Fidelity Investments International (FII) and Fidelity Pensions Management (FPM) have power to dispose of shares of funds of registered holders named in Section 4 and/or of institutional accounts with which the companies have management

	agreements. FII and FPM are wholly-owned subsidiary of FIL and hence 'associates' of FIL as such term is used in the Corporations Law 2001.
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7. Addresses

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

Name	Address
FMR LLC	82 Devonshire Street, Boston, MA 02109
FIL	PO Box HM 670, Hamilton HMCX, Bermuda

Sign Here _____

Dated: 6 July 2010

Claudia Lin

Regulatory Reporting Manager

Duly authorized under Powers of Attorney dated 30 October 2009 by Scott Goebel by and on behalf of FMR LLC and its direct and indirect subsidiaries, and FIL Limited and its direct and indirect subsidiaries.