

BARRO PROPERTIES PTY LTD

ACN 006 425 369

ABN 61 006 425 369

191 Drummond Street Carlton Vic 3053

PO Box 663 Carlton South Vic 3053

21 June 2011

The Manager
Company Announcements Office
Australian Stock Exchange Ltd
Level 4
20 Bridge Street
SYDNEY NSW 2000

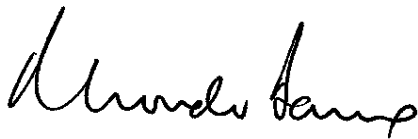
Fax: 1300 135 638

Dear Sir/Madam

Attached is a Form 604 – Notice of Change in Interests of Substantial Shareholder served on behalf of Barro Properties Pty Ltd and its associates with respect to their shareholdings in Adelaide Brighton Limited.

Yours faithfully

BARRO PROPERTIES PTY LTD



Rhonda Barro
Director

att

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme ADELAIDE BRIGHTON LIMITEDACN/ARSN 007 596 018**1. Details of substantial holder(1)**Name BARRO PROPERTIES PTY LTD (AND THE PARTIES LISTED IN ANNEXURE B)
ACN/ARSN (if applicable) 006 425 369There was a change in the interests of the
substantial holder on 17/06/2011
The previous notice was given to the company on 04/05/2009
The previous notice was dated 04/05/2009**2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
ORDINARY	145,039,812	23.7%	158,191,874	24.8%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate 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 (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
REFER ANNEXURE A					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
REFER ANNEXURE B					

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) 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
DAVID BARRO	CEASED AS A DIRECTOR OF BARRO GROUP PTY LTD
MARC BARRO	CEASED AS A DIRECTOR OF BARRO GROUP PTY LTD

6. Addresses

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

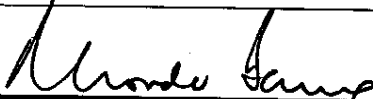
Name	Address
REFER ANNEXURE C	

Signature

print name RHONDA BARRO

capacity DIRECTOR

sign here



date 21 /06 / 2011

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 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) 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.
- (7) Details of the consideration must include any and all benefits, money 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.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

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ANNEXURE A

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change (per share)	Class and number of shares affected	Person's votes affected
18/Jun/09	Barro Properties	share purchase plan	\$1.78	Ordinary 2,739	Barro Properties
18/Jun/09	Raymond Barro	share purchase plan	\$1.78	Ordinary 2,739	Cobolgraphics P/L
18/Jun/09	David Barro	share purchase plan	\$1.78	Ordinary 2,739	David Barro
18/Jun/09	Rhonda Barro	share purchase plan	\$1.78	Ordinary 2,739	Rhonda Barro
18/Jun/09	Ian Alexander	share purchase plan	\$1.78	Ordinary 2,739	Ian Alexander
18/Jun/09	Barro Group	share purchase plan	\$1.78	Ordinary 2,739	Barro Group
13/Jul/09	Barro Group	sale	\$1.78	Ordinary -1,233,869	Barro Group
19/Oct/09	Barro Properties	drp	\$2.69	Ordinary 2,335,385	Barro Properties
19/Oct/09	Raymond Barro	drp	\$2.69	Ordinary 9,551	Cobolgraphics P/L
19/Oct/09	The Estate of David Barro	drp	\$2.69	Ordinary 11,134	David Barro
19/Oct/09	Rhonda Barro	drp	\$2.69	Ordinary 2,317	Rhonda Barro
19/Oct/09	Marc Barro	drp	\$2.69	Ordinary 1,373	Marc Barro
19/Oct/09	Ian Alexander	drp	\$2.69	Ordinary 8,539	Ian Alexander
19/Oct/09	Barro Group	drp	\$2.69	Ordinary 577,233	Barro Group
26/May/10	Barro Group	on market purchase	\$2.61	Ordinary 1,000,000	Barro Group
16/Aug/10	Marc Barro	ceased to be director	N/A	Ordinary -68,429	Barro Group
25/Feb/11	Barro Properties	on market purchase	\$3.29	Ordinary 1,150,000	Barro Properties
2/Mar/11	Barro Properties	on market purchase	\$3.30	Ordinary 530,078	Barro Properties
3/Mar/11	Barro Properties	on market purchase	\$3.30	Ordinary 2,000,000	Barro Properties
15/Mar/11	Barro Group	on market purchase	\$3.13	Ordinary 472,429	Barro Group
16/Mar/11	Barro Group	on market purchase	\$3.14	Ordinary 900,040	Barro Group
17/Mar/11	Barro Group	on market purchase	\$3.19	Ordinary 593,342	Barro Group
25/May/11	Barro Properties	on market purchase	\$3.07	Ordinary 1,729,505	Barro Properties
25/May/11	Christabel Investments	on market purchase	\$3.06	Ordinary 70,606	Christabel Investments
26/May/11	Christabel Investments	on market purchase	\$3.07	Ordinary 29,394	Christabel Investments
16/Jun/11	Barro Group	on market purchase	\$3.04	Ordinary 1,587,000	Barro Group
17/Jun/11	Barro Group	on market purchase	\$3.05	Ordinary 1,430,000	Barro Group

Total increase since the last Notice 13,152,062

This is annexure A of 1 page referred to in form 604 Notice of change of interests of substantial holder

Signed

David Barro

Date

21.6.2011

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ANNEXURE B

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of shares affected	Person's votes
Barro Properties	Barro Properties P/L	Barro Properties	Shareholding	Ordinary 121,775,452	121,775,452
Barro Group	Barro Group P/L	Barro Group	Shareholding	Ordinary 34,744,804	34,744,804
David Barro Testamentary Trust	Rhonda Barro and Raymond Barro	Rhonda Barro and Raymond Barro	Trustees of the Testamentary Trust	Ordinary 554,794	554,794
Christabel Investments	atf David Barro Testamentary Trust Christabel Investments P/L	atf David Barro Testamentary Trust Christabel Investments	Shareholding	Ordinary 100,000	100,000
Rhonda Barro	Rhonda Barro	Rhonda Barro	Shareholding	Ordinary 115,434	115,434
Raymond Barro	Cobolgraphics P/L	Cobolgraphics Pty Ltd	Controlling shareholder in registered holder	Ordinary 475,900	475,900
Ian Alexander	Ian Alexander	Ian Alexander	Shareholding	Ordinary 425,490	425,490

This is annexure B of 1 page referred to in form 604 Notice of change of interests of substantial holder

Signed

Rhonda Barro

Date 21.6.2011

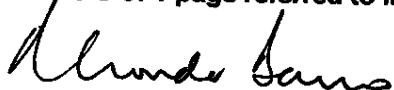
BARRO PROPERTIES PTY LTD
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ANNEXURE C

Name	Address
Barro Properties Pty Ltd (ACN 006 425 369)	439 Bay Street, North Brighton, Vic 3186
Barro Group Pty Ltd (ACN 005 105 724)	191 Drummond Street, Carlton, Vic 3053
Cobolgraphics Pty Ltd (ACN 001 515 911)	3 St Johns Pde, Kew Vic, 3101
Christabel Investments Pty Ltd (ACN 005 549 351)	191 Drummond Street, Carlton, Vic 3053
Rhonda Barro and Raymond Barro atf David Barro Testamentary Trust	151/1 Queensberry Street, Carlton, Vic 3053
David Barro (dec)	c/- 191 Drummond Street, Carlton, Vic 3053
Rhonda Barro	151/1 Queensberry Street, Carlton, Vic 3053
Raymond Barro	3 St Johns Pde, Kew, Vic 3101
Marc Barro (dec)	c/- 191 Drummond Street, Carlton, Vic 3053
Ian Alexander	69 Armstrong Street, Middle Park, Vic 3206

This is annexure C of 1 page referred to in form 604 Notice of change of interests of substantial holder

Signed



Date 21.6.2011