

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

8 June 2012

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

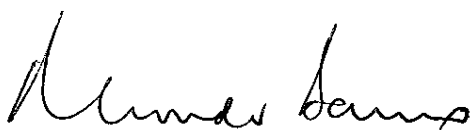
Fax: 1300 135 638

Dear Sir/Madam

Attached is a Form 604 – Notice of Change in Interests of Substantial Shareholder lodged 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

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme ADELAIDE BRIGHTON LIMITED

ACN/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) 006 425 369

There was a change in the interests of the substantial holder on 06 /06 /2012

The previous notice was given to the company on 05 /09 /2011

The previous notice was dated 05 /09 /2011

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	26.7%	169,606,874	29.4%	187,426,874

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
NOT APPLICABLE	

6. Addresses

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

Name	Address
REFER ANNEXURE C	

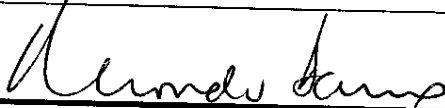
Signature

print name

RHONDA BARRO

capacity DIRECTOR

sign here



date 08 / 06 / 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 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.

BARRO PROPERTIES PTY LTD

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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
16/Feb/12	Barro Properties	on market purchase	\$3.02	Ordinary 3,900,000	Barro Properties
17/Feb/12	Barro Properties	on market purchase	\$3.00	Ordinary 1,200,000	Barro Properties
4/Jun/12	Barro Properties	on market purchase	\$2.83	Ordinary 610,000	Barro Properties
4/Jun/12	Christabel Investments	on market purchase	\$2.83	Ordinary 60,000	Christabel Investments
6/Jun/12	Barro Properties	on market purchase	\$3.00	Ordinary 4,000,000	Barro Properties
7/Jun/12	Barro Properties	on market purchase	\$3.01	Ordinary 8,050,000	Barro Properties

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

Signed *Christabel Investments* Date 8.6.12

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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 142,950,452	142,950,452
Barro Group	Barro Group P/L	Barro Group	Shareholding	Ordinary 42,744,804	42,744,804
David Barro Testamentary Trust	Rhonda Barro and Raymond Barro atf David Barro Testamentary Trust	Rhonda Barro and Raymond Barro atf David Barro Testamentary Trust	Trustees of the Testamentary Trust	Ordinary 554,794	554,794
Christabel Investments	Christabel Investments P/L	Christabel Investments	Shareholding	Ordinary 160,000	160,000
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

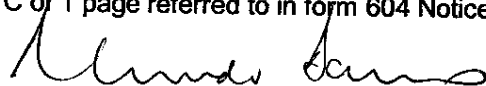
Date 8.6.12

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
Rhonda Barro	151/1 Queensberry Street, Carlton, Vic 3053
Raymond Barro	3 St Johns Pde, Kew, Vic 3101
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 8.6.12