

**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

**FACSIMILE**

To Company <b>ASX</b>	Facsimile Number <b>1300 135 638</b>
Attention <b>COMPANY ANNOUNCEMENTS OFFICE</b>	Pages incl this header <b>Seven (7)</b>
From <b>RHONDA BARRO</b>	Date <b>9 May 2013</b>

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**FACSIMILE**

Company <b>ADELAIDE BRIGHTON LTD</b>	Facsimile Number <b>08 8215 0030</b>
Attention <b>Mark Chellew &amp; Marcus Clayton</b>	Pages including this header <b>Seven (7)</b>
From <b>RHONDA BARRO</b>	Date <b>9 May 2013</b>

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191 Drummond Street Carlton Vic 3053

**PO Box 663 Carlton South Vic 3053**

9 May 2013

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

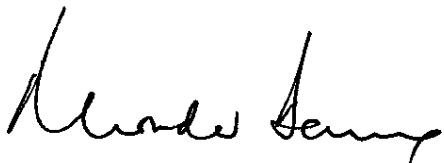
**Fax: 1300 135 638**

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**

att

**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 **07 / 05 / 2013**The previous notice was given to the  
company on **20 / 08 / 2012**The previous notice was dated **20 / 08 / 2012****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 vote	Voting power (5)	Person's votes	Voting power (5)
<b>ORDINARY</b>	<b>193,826,874</b>	<b>30.4%</b>	<b>201,023,565</b>	<b>31.5%</b>

**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
<b>REFER ANNEXURE A</b>					

**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
<b>REFER ANNEXURE B</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:

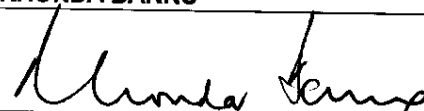
Name and ACN/ARSN (if applicable)	Nature of association
NOT APPLICABLE	

**6. Addresses**

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

Name	Address
REFER ANNEXURE C	

**Signature**

print name	<b>RHONDA BARRO</b>	capacity	<b>DIRECTOR</b>
sign here		date	<b>09 / 05 / 2013</b>

**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 (Indication 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 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 associated 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  
ACN 006 425 369

**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
19-Mar-13	Barro Properties	on market purchase	\$3.55	Ordinary 4,000,000	Barro Properties
04-Apr-13	Barro Properties	on market purchase	\$3.29	Ordinary 467,482	Barro Properties
05-Apr-13	Barro Properties	on market purchase	\$3.32	Ordinary 750,000	Barro Properties
02-May-13	Barro Properties	on market purchase	\$3.29	Ordinary 1,001,868	Barro Properties
06-May-13	Barro Properties	on market purchase	\$3.30	Ordinary 100,000	Barro Properties
07-May-13	Barro Properties	on market purchase	\$3.30	Ordinary 877,341	Barro Properties

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

Signed

Date

9 May 2013



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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 156,547,143	156,547,143
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 att David Barro Testamentary Trust	Rhonda Barro and Raymond Barro att 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

*Ian Alexander*

Date 9 May 2013

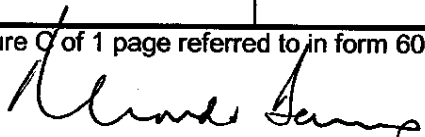
BARRO PROPERTIES PTY LTD  
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## ANNEXURE C

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

9 May 2013