

BABCOCK & BROWN

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ASX Release

23 December 2008

NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER

Please find attached a Form 604 (Notice of change of interests of substantial holder) in respect of the ordinary shares in Babcock & Brown Limited (ASX:BNB) held by Babcock & Brown Executive Achievement Services Inc in its capacity as trustee for the Babcock & Brown Executive Achievement Trust under the Babcock & Brown Equity Incentive Plan.

For further information please contact:

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About Babcock & Brown

Babcock & Brown is an international investment and specialised fund and asset management group with longstanding capabilities in the creation, syndication and management of asset and cash flow-based investments. Babcock & Brown was founded in 1977 and is listed on the Australian Stock Exchange.

Babcock & Brown operates from 30 offices across Australia, North America, Europe, Asia, United Arab Emirates and Africa and has in excess of 1,400 employees worldwide. The Company has established a funds management platform that has resulted in the creation of a number of focused investment vehicles.

For further information about Babcock & Brown please see our website:
www.babcockbrown.com

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Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Babcock & Brown Limited

ACN/ARSN/ARBN 108 614 955

1. Details of substantial holder(1)

Name Babcock & Brown Executive Achievement Services Inc as trustee for the Babcock & Brown Executive Achievement Trust

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on 19/12/08

The previous notice was given to the company on 03/07/08

The previous notice was dated 02/07/08

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	26,634,351	8.08%	26,206,909	7.03%

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 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 to 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
Babcock & Brown Executive Achievement Services Inc as trustee for the Babcock & Brown Executive Achievement Trust; Richard Umbrecht, Mahmut Karayel and Keith McWalter.	Babcock & Brown Executive Achievement Services Inc	Babcock & Brown Executive Achievement Services Inc	Holder of ordinary shares in Babcock & Brown Limited	26,206,909 ordinary shares	26,206,909

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:

Name	Address
Babcock & Brown Limited	Level 23, The Chifley Tower, 2 Chifley Square, Sydney, NSW 2000
Babcock & Brown Executive Achievement Services Inc as trustee for the Babcock & Brown Executive Achievement Trust	One Letterman Drive, Building D, San Francisco CA 94129 USA
Richard Umbrecht	c/- One Letterman Drive, Building D, San Francisco CA 94129 USA
Keith McWalter	c/- One Letterman Drive, Building D, San Francisco CA 94129 USA
Mahmut Karayel	c/- One Letterman Drive, Building D, San Francisco CA 94129 USA

Signature

print name Monique Bolkin Capacity: Secretary
sign here  Date: 19 December 2008

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 identify 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.

This is Annexure "A" of 1 page referred to in the Form 604 Notice of Change of Interests of Substantial Shareholder



Monique Belkin, Secretary,
19 December 2008

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 scheme, since the substantial holder was last required to give a substantial holding notice to the scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
17-Nov-08	Babcock & Brown Executive Achievement Services Inc as trustee for the Babcock & Brown Executive Achievement Trust	Award exercise by, and share transfer to share plan participant	nil	-2,396	-2,396
11-Nov-08	As above	As above	nil	-3,941	-3,941
30-Oct-08	As above	As above	nil	-28,369	-28,369
04-Nov-08	As above	As above	nil	-51,099	-51,099
13-Oct-08	As above	As above	nil	-2,602	-2,602
13-Oct-08	As above	As above	nil	-47,293	-47,293
13-Oct-08	As above	As above	nil	-2,119	-2,119
30-Sep-08	As above	As above	nil	-12,934	-12,934
30-Sep-08	As above	As above	nil	-7,389	-7,389
29-Sep-08	As above	As above	nil	-2,514	-2,514
29-Sep-08	As above	As above	nil	-481	-481
29-Sep-08	As above	As above	nil	-141,844	-141,844
22-Sep-08	As above	As above	nil	-2,534	-2,534
22-Sep-08	As above	As above	nil	-4,233	-4,233
17-Sep-08	As above	As above	nil	-18,217	-18,217
15-Sep-08	As above	As above	nil	-557	-557
15-Sep-08	As above	As above	nil	-28,369	-28,369
10-Sep-08	As above	Share issue to Trust to satisfy the obligation to issue shares to employees under the Babcock & Brown Equity Incentive Plan	\$ 12.8233	374,254	374,254
08-Sep-08	As above	Award exercise by, and share transfer to share plan participant	nil	-2,573	-2,573
08-Sep-08	As above	As above	nil	-1,957	-1,957
08-Sep-08	As above	As above	nil	-923	-923
08-Sep-08	As above	As above	nil	-28,369	-28,369
01-Sep-08	As above	As above	nil	-12,866	-12,866
01-Sep-08	As above	As above	nil	-2,562	-2,562
01-Sep-08	As above	As above	nil	-792	-792
01-Sep-08	As above	As above	nil	-2,652	-2,652
01-Sep-08	As above	As above	nil	-975	-975
01-Sep-08	As above	As above	nil	-23,002	-23,002
01-Sep-08	As above	As above	nil	-3,814	-3,814
01-Sep-08	As above	As above	nil	-2,574	-2,574
29-Aug-08	As above	As above	nil	-27,178	-27,178
26-Aug-08	As above	As above	nil	-30,836	-30,836
25-Aug-08	As above	As above	nil	-303,732	-303,732