



LAWYERS

<b>TO</b>	The Manager, Companies Announcements Office Australian Stock Exchange Ltd	<b>FROM</b>	Philip Breden/ Melinda Sanders
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<b>DATE</b>	17 November 2005	<b>OUR REF</b>	PXB:252079
		<b>PAGES</b>	5

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Dear Sir/Madam

**SUBSTANTIAL HOLDING NOTICE – BABCOCK & BROWN WIND PARTNERS (BBW)**

We act for National Power Partners Group (NPP Group).

On behalf of NPP Group, we attach a Notice of Initial Substantial Holder in respect of the interest held by NPP Group in BBW.

Yours faithfully

**GILBERT + TOBIN**

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder**

To Company Name/Scheme Babcock & Brown Wind Partners  
ACN/ARSN 105 051 616/ 116 244 118

**1. Details of substantial holder (1)**

Name NPP Projects II, LLC and its controlled bodies corporate listed in Annexure A (National Power Partners Group)  
ACN/ARSN (if applicable)

The holder became a substantial holder on 28/10/05

**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)
Fully paid stapled securities	38,445,188	38,445,188	7.77%*

\* Based on 494,164,664 issued stapled securities

**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
National Power Partners Group	The members of the National Power Partners Group hold relevant interests in the stapled securities. Such companies act in concert in respect of this holding of securities.	38,445,188 ordinary securities

**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)	Class and number of securities
National Power Partners Group	NPP Projects VII LLC*	NPP Projects VII LLC	4,295,048 ordinary securities
National Power Partners Group	NP Wind Investments Pty Limited	NP Wind Investments Pty Limited	16,095,857 ordinary securities
National Power Partners Group	NPP Projects II LLC*	NPP Projects II LLC	18,114,285 ordinary securities

\* Tricom Nominees Pty Limited may be the registered holder of some stapled securities under a lending arrangement.

NOTICE OF INITIAL SUBSTANTIAL HOLDER IN B&B WIND PARTNERS.DOC

**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 (\$)		Class and number of securities	
		Cash	Non-cash		
NPP Projects II, LLC	-	N/A (All interests held by NPP Projects I, LLC were acquired earlier than 4 months prior to the listing of Babcock & Brown Wind Partners)	N/A	4,295,046	ordinary securities
NPP Projects II, LLC	28/10/2005	\$1.40 for each new stapled security issued as part of the IPO	N/A	18,035,857	ordinary securities
NPP Projects II, LLC	28/10/2005	\$1.40 for each new stapled security issued as part of the IPO	N/A	18,114,285	ordinary securities

**6. Associates**

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

Name and ACN/ARSN (if applicable)	Nature of association
The National Power Partners Group	The National Power Partners Group (other than NPP Projects II, LLC) are bodies corporate controlled by NPP Projects II, LLC and are therefore associates of NPP Projects II LLC and of each other for the purposes of the Corporations Act

**7. Addresses**

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

Name	Address
NPP Projects II, LLC and National Power Partners Group	C/ 329 Jefferson Street Oakland, California 94607

**Signature**

print name Tim Flato capacity Authorized by Mgt. Committee  
 sign here Tim Flato date 16 '11' 2005

**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 7 of the form.

NOTICE OF INITIAL SUBSTANTIAL HOLDER IN B&B WIND PARTNERS.DOC

- (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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
  - (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
  - (7) Include details of:
    - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.

NOTICE OF INITIAL SUBSTANTIAL HOLDER IN B&B WIND PARTNERS.DOC

**ANNEXURE A**

This is annexure A of 1 page referred to in Form 803 Notice of Initial substantial holder signed by me and dated 16 November 2006.

Signed: Tim Flato  
Name: Tim Flato

**[List controlled bodies corporate]**

- NP Wind Investments Pty, Ltd.
- NPP Projects III, LLC
- NPP Projects IV, LLC
- NPP Projects VI, LLC
- NPP Projects VII, LLC
- NPP Projects VIII, LLC
- NP Power Pty, Ltd.
- NP Operations 2 Pty, Ltd.