

# Appendix 1A

## ASX Listing application and agreement

*This form is for use by an entity seeking admission to the +official list as an ASX Listing (for classification as an ASX Debt Listing use Appendix 1B, and for classification as an ASX Foreign Exempt Listing use Appendix 1C). The form is in 3 parts:*

1. *Application for admission to the +official list;*
2. *Information to be completed; and*
3. *Agreement to be completed.*

*Information and documents (including this appendix) given to ASX in support of an application become ASX's property and may be made public. This may be prior to admission of the entity and +quotation of its +securities. Publication does not mean that the entity will be admitted or that its +securities will be quoted.*

Introduced 1/7/96. Origin: Appendix 1. Amended 1/7/97, 1/7/98, 1/9/99, 13/3/2000, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

## Part 1 - Application for admission to the official list

Name of entity	ABN
Babcock & Brown Wind Partners (Bermuda) Limited ("BBWPB")	116 360 715

We (the entity) apply for admission to the +official list of Australian Stock Exchange Limited (ASX) and for +quotation of +securities.

## Part 2 - Information to be completed

### About the entity

*You must complete the relevant sections (attach sheets if there is not enough space).*

#### All entities

1 Deleted 30/9/2001

2	+Main class of +securities	Number	+Class
		494,164,664 (including oversubscriptions)	Fully paid stapled ordinary shares
3	Additional +classes of +securities (except +CDIs)	Number to be quoted	+Class
		Nil	

+ See chapter 19 for defined terms.

Number not to be quoted	+Class
Nil	

- 4 Telephone number, postal address for all correspondence, general fax number, fax number for +company announcements office to confirm release of information to the market, and email address for contact purposes.
- Babcock & Brown Wind Partners(Bermuda) Limited  
c/- Level 39  
Chifley Tower  
2 Chifley Square  
Sydney NSW 2000
- Telephone (02) 9229 1800  
General fax (02) 9235 3496  
Fax for confirmations (02) 9235 3496
- Email address for contact purposes - info@bbwindpartners.com
- 5 Address of principal +security registries for each +class of +security (including +CDIs)
- ASX Perpetual Registrars Limited  
Level 8  
580 George Street  
Sydney NSW 2000
- Registry Services Agreement attached as Annexure M.
- 6 Annual balance date
- 30 June

**Companies only**

*(Other entities go to 19)*

- 7 Name and title of chief executive officer/managing director
- Peter O'Connell - Chief Executive Officer
- 8 Name and title of chairperson of directors
- Peter Hofbauer - Chairman
- 9 Names of all directors
- Peter Hofbauer  
Warren Murphy  
Tony Battle  
Doug Clemson

+ See chapter 19 for defined terms.

10	Duration of appointment of directors (if not subject to retirement by rotation) and details of any entitlement to participate in profits	Directors subject to retirement by rotation.
11	Name and title of company secretary	Judith Howard - Company Secretary
12	Place of incorporation	Bermuda
13	Date of incorporation	12 September 2005
14	Legislation under which incorporated	Companies Act 1981 of Bermuda
15	Address of registered office in Australia	Level 39 The Chifley Tower 2 Chifley Square Sydney NSW 2000
16	Month in which annual meeting is usually held	November
17	Months in which dividends are usually paid (or are intended to be paid)	March and September
18	If the entity is a foreign company which has a certificated subregister for quoted +securities, the location of Australian +security registers	Level 39 The Chifley Tower 2 Chifley Square Sydney NSW 2000

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<sup>+</sup> See chapter 19 for defined terms.

18A	If the entity is a foreign company, the name and address of the entity's Australian agent for service of process	Babcock & Brown Wind Partners Limited Level 39 The Chifley Tower 2 Chifley Square Sydney NSW 2000
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*(Companies now go to 31)*

**All entities except companies**

19	Name and title of chief executive officer/managing director of the responsible entity	Not applicable.
20	Name and title of chairperson of directors of responsible entity	Not applicable.
21	Names of all directors of the responsible entity	Not applicable.
22	Duration of appointment of directors of responsible entity (if not subject to retirement by rotation) and details of any entitlement to participate in profits	Not applicable.
23	Name and title of company secretary of responsible entity	Not applicable.

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<sup>+</sup> See chapter 19 for defined terms.

23A	Trusts only - if the trust is a registered managed investment scheme, the names of the members of the compliance committee (if any)	Not applicable.
24	Place of registration of the entity	Not applicable.
25	Date of registration of the entity	Not applicable.
26	Legislation under which the entity is registered	Not applicable.
27	Address of administration office in Australia of the entity	Not applicable.
28	If an annual meeting is held, month in which it is usually held	Not applicable.
29	Months in which distributions are usually paid (or are intended to be paid)	Not applicable.
30	If the entity is a foreign entity which has a certificated subregister for quoted +securities, the location of Australian +security registers	Not applicable.
30A	If the entity is a foreign trust, the name and address of the entity's Australian agent for service of process	Not applicable.

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<sup>+</sup> See chapter 19 for defined terms.

## About the entity

### All entities

Tick to indicate you are providing the information or documents

Where is the information or document to be found? (eg, prospectus cross reference)

- |    |                          |  |  |
|----|--------------------------|--|--|
| 31 | ✓                        | Evidence of compliance with 20 cent minimum issue price or sale price, and spread requirements   | See Offer Document page 3 (Offer Summary), section 1 (Key Questions), section 2 (Investment Overview) and section 3 (Details of the Offer) in relation to issue price and minimum subscription. Offer Document attached as Annexure A. Note that evidence of compliance with spread requirements will be provided after allotment which is proposed to occur on 27 October 2005. |
| 32 | ✓                        | Prospectus, Product Disclosure Statement or information memorandum relevant to the application (250 copies)  | Offer Document attached as Annexure A. Printed copies will be provided as soon as possible.  |
| 33 | ✓                        | Cheque for fees  | Cheque for estimated fees for BBWPB (together with its stapled entities) of \$231,353.95 (includes GST) (and less \$8,250.00 listing fee) is enclosed.   |
| 34 | ✓                        | Type of subregisters the entity will operate<br>Example: CHES and certificated subregisters  | CHES and Issuer sponsored subregister.   |
| 35 | ✓                        | Copies of any contracts referred to in the prospectus, Product Disclosure Statement or information memorandum (including any underwriting agreement) | Contracts attached as Annexure B. Documents referred to in Offer Document which are not yet finalised will be forwarded to ASX once signed.  |
| 36 | ✓                        | A certified copy of any restriction agreement entered into in relation to +restricted securities   | No mandatory restrictions. Certified copy of voluntary restriction agreements attached as Annexure C.  |
| 37 | ✓                        | If there are +restricted securities, undertaking issued by any bank or +recognised trustee   | No restricted securities for Chapter 9 purposes - see item 36 above.   |
| 38 | ✓                        | (Companies only) - certificate of incorporation or other evidence of status (including any change of name)   | Certificate of incorporation attached as Annexure D.   |
| 39 | <input type="checkbox"/> | (All entities except companies) - certificate of registration or other evidence of status (including change of name)                                 | Not applicable.  |

+ See chapter 19 for defined terms.

- |    |   |  |  |
|----|---|--|--|
| 40 | ✓ | Copy of the entity's constitution (eg, if a company, the memorandum and articles of association) | Copy of BBWPB constitution attached as Annexure E. |
|----|---|--|--|

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<sup>+</sup> See chapter 19 for defined terms.

Where is the information or document to be found? (eg, prospectus cross reference)

- |     |   |   |   |
|-----|---|---|---|
| 41  | ✓ | Completed checklist that the constitution complies with the listing rules (copy of articles checklist is available from any Companies Department) | Checklist supplied to ASX on 20 September 2005 attached as Annexure J.  |
| 42  | ✓ | A brief history of the entity or, if applicable, the group  | See Offer Document section 2 (Investment Overview), section 5 (Overview of BBWP), section 6 (Overview of the BBWP Portfolio) and section 12.1 (Material contracts relating to BBWP). Offer Document attached as Annexure A. |
| 42A | ✓ | Copy of agreement with ASX that documents may be given to ASX and authenticated electronically.   | Attached as Annexure F.   |

## About the securities to be quoted

### All entities

- |    |                          |   |   |
|----|--------------------------|---|---|
| 43 | ✓                        | Confirmation that the +securities to be quoted are eligible to be quoted under the listing rules  | ASX in-principle advice has been obtained that the stapled securities are eligible to be quoted under the Listing Rules. See ASX waiver application dated 3 August 2005 attached as Annexure G. |
| 44 | ✓                        | Voting rights of +securities to be quoted   | See Offer Document section 12.1.2 (BBWP constitutional documents) attached as Annexure A and clause 11.16 of the BBWPB Constitution attached as Annexure E.                                     |
| 45 | ✓                        | A specimen certificate/holding statement for each +class of +securities to be quoted and a specimen holding statement for +CDIs   | Specimen Holding Statement attached as Annexure H.  |
| 46 | ✓                        | Terms of the +securities to be quoted   | See Offer Document section 1 (Key Questions), section 2 (Investment Overview) and section 3 (Details of the offer). Offer Document attached as Annexure A.                                      |
| 47 | <input type="checkbox"/> | A statement setting out the names of the 20 largest holders in each +class of +securities to be quoted, and the number and percentage of each +class of +securities held by those holders | To be provided after allotment which is proposed to occur on 27 October 2005.   |

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<sup>+</sup> See chapter 19 for defined terms.



- 48  A distribution schedule of each +class of +equity securities to be quoted, setting out the number of holders in the categories -  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over
- To be provided after allotment which is proposed to occur on 27 October 2005.
- 49  The number of holders of a parcel of +securities with a value of more than \$2,000, based on the issue/sale price
- ASX in-principle listing rule waiver has been obtained so that a parcel of securities is not required to have a value of at least \$2,000 if a parcel of Stapled Securities has a value of at least \$2,000. See ASX waiver application dated 8 September 2005 attached as Annexure G.
- 50  Terms of any +debt securities and +convertible debt securities
- Not applicable.

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<sup>+</sup> See chapter 19 for defined terms.

Where is the information or document to be found? (eg, prospectus cross reference)

- |    |                          |   |                 |
|----|--------------------------|---|-----------------|
| 51 | <input type="checkbox"/> | Trust deed for any +debt securities and +convertible debt securities  | Not applicable. |
| 52 | <input type="checkbox"/> | Trusts only - if the trust is not a registered managed investment scheme, ASIC exemption re buy-back provisions | Not applicable. |

**All entities with classified assets**

*(Other entities go to 62)*

*All +mining exploration entities and, if ASX asks, any other entity that has acquired, or entered into an agreement to acquire a +classified asset, must give ASX the following information.*

- |    |                          |   |                 |
|----|--------------------------|---|-----------------|
| 53 | <input type="checkbox"/> | The name of the vendor and details of any relationship of the vendor with us  | Not applicable. |
| 54 | <input type="checkbox"/> | If the vendor was not the beneficial owner of the +classified asset at the date of the acquisition or agreement, the name of the beneficial owner(s) and details of the relationship of the beneficial owner(s) to us | Not applicable. |
| 55 | <input type="checkbox"/> | The date that the vendor acquired the +classified asset   | Not applicable. |
| 56 | <input type="checkbox"/> | The method by which the vendor +acquired the +classified asset, including whether by agreement, exercise of option or otherwise   | Not applicable. |
| 57 | <input type="checkbox"/> | The consideration passing directly or indirectly from the vendor (when the vendor +acquired the asset), and whether the consideration has been provided in full   | Not applicable. |
| 58 | <input type="checkbox"/> | Full details of the +classified asset, including any title particulars  | Not applicable. |

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+ See chapter 19 for defined terms.

Where is the information or document to be found? (eg, prospectus cross reference)

- |    |                          |  |                 |
|----|--------------------------|--|-----------------|
| 59 | <input type="checkbox"/> | The work done by or on behalf of the vendor in developing the +classified asset. In the case of a +mining tenement, this includes prospecting in relation to the tenement. If money has been spent by the vendor, state the amount (verification of which may be required by ASX). | Not applicable. |
| 60 | <input type="checkbox"/> | The date that the entity +acquired the +classified asset from the vendor, the consideration passing directly or indirectly to the vendor, and whether that consideration has been provided in full   | Not applicable. |
| 61 | <input type="checkbox"/> | A breakdown of the consideration, showing how it was calculated, and whether any experts' reports were commissioned or considered (and if so, with copies attached).   | Not applicable. |

### About the entity's capital structure

#### All entities

- |    |                                     |   |   |
|----|-------------------------------------|---|---|
| 62 |                                     | Deleted 1/9/99.   |   |
| 63 | <input checked="" type="checkbox"/> | A copy of the register of members, if ASX asks  | Current register of members attached as Annexure I. |
| 64 | <input type="checkbox"/>            | A copy of any court orders in relation to a reorganisation of the entity's capital in the last five years | Not applicable.                                     |
| 65 | <input type="checkbox"/>            | The terms of any +employee incentive scheme   | Not applicable.                                     |
| 66 | <input type="checkbox"/>            | The terms of any +dividend or distribution plan   | Not applicable at this stage.                       |
| 67 | <input type="checkbox"/>            | The terms of any +securities that will not be quoted  | Not applicable.                                     |
| 68 |                                     | Deleted 1/7/98.   |   |

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<sup>+</sup> See chapter 19 for defined terms.

Where is the information or document to be found? (eg, prospectus cross reference)

- |    |                          |   |   |
|----|--------------------------|---|---|
| 69 | ✓                        | <p>The entity's issued capital (interests), showing separately each +class of +security (except +CDIs), the amount paid up on each +class, the issue price, the dividend (in the case of a trust, distribution) and voting rights attaching to each +class and the conversion terms (if applicable)</p>   | <p>All issued capital are ordinary shares, all fully paid and all have the same dividend and voting rights. Issue prices are set out in the register of members attached as Annexure I.</p> <p>For dividend rights, see Clause 18 of the BBWPB Constitution attached as Annexure E and section 2 (Investment overview) and section 12 (Material contracts relating to BBWP) of the Offer Document attached as Annexure A.</p> <p>For voting rights, see Clause 11 of the BBWPB Constitution attached as Annexure E and section 12 (Material contracts relating to BBWP) of the Offer Document attached as Annexure A.</p> |
| 70 | <input type="checkbox"/> | <p>The number of the entity's debentures, except to bankers, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each +class and conversion terms (if applicable)</p> <p><small>Note: This applies whether the securities are quoted or not.</small></p> | <p>Not applicable.</p>  |
| 71 | <input type="checkbox"/> | <p>The number of the entity's unsecured notes, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each +class and conversion terms (if applicable)</p> <p><small>Note: This applies whether the securities are quoted or not.</small></p>               | <p>Not applicable.</p>  |
| 72 | <input type="checkbox"/> | <p>The number of the entity's options to +acquire unissued +securities, showing the number outstanding</p> <p><small>Note: This applies whether the securities are quoted or not.</small></p>   | <p>Not applicable.</p>  |
| 73 | <input type="checkbox"/> | <p>Details of any rights granted to any +person, or to any class of +persons, to participate in an issue of the entity's +securities</p> <p><small>Note: This applies whether the securities are quoted or not.</small></p>   | <p>Not applicable.</p>  |
| 74 | ✓                        | <p>If the entity has any +child entities, a list of all +child entities stating in each case the name, the nature of its business and the entity's percentage holding in it. Similar details should be provided for every entity in which the entity holds (directly or indirectly) 20% or more of the issued capital (interests).</p>              | <p>Refer to Annexure K.</p>   |

+ See chapter 19 for defined terms.

**About the entity's financial position**

*(Entities meeting the profit test go to 75. For the assets test go to 81A.)*

**All entities meeting the profit test**

Where is the information or document to be found? (eg, prospectus cross reference)

- |         |                          |   |                 |
|---------|--------------------------|---|-----------------|
| 75      | <input type="checkbox"/> | Evidence that the entity has been in the same main business activity for the last 3 full financial years  | Not applicable. |
| 76      | <input type="checkbox"/> | Evidence that the entity is a going concern (or successor) and its aggregated profit for the last 3 full financial years                                    | Not applicable. |
| 76A     | <input type="checkbox"/> | Evidence that the entity's +profit from continuing operations in the past 12 months exceeded \$400,000  | Not applicable. |
| 77      | <input type="checkbox"/> | Audited +accounts for the last 3 full financial years and audit reports   | Not applicable. |
| 78 - 79 |                          | Deleted 1/7/97.   |                 |
| 80      | <input type="checkbox"/> | Half yearly +accounts (if required) and audit report or review  | Not applicable. |
| 80A     | <input type="checkbox"/> | Pro forma balance sheet and review  | Not applicable. |
| 80B     | <input type="checkbox"/> | Statement from all directors or all directors of the responsible entity confirming that the entity is continuing to earn +profit from continuing operations | Not applicable. |

**All entities meeting the assets test**

*(only complete one of 81A, 81B or 81C and one of 82 or 83)*

Introduced 1/7/96. Amended 1/7/99.

81 Deleted 1/7/97

- |     |                                     |   |   |
|-----|-------------------------------------|---|---|
| 81A | <input checked="" type="checkbox"/> | For entities other than +investment entities, evidence of net tangible assets of at least \$2 million or market capitalisation of at least \$10 million | ASX in-principle advice has been obtained that certain financial information in relation to BBWP will be sufficient for the purposes of admission to the Official List. See ASX waiver application dated 8 September 2005 attached as Annexure G. |
| 81B | <input type="checkbox"/>            | For +investment entities other than +pooled development funds, evidence of net tangible assets of at least \$15 million                                 | Not applicable.   |
| 81C | <input type="checkbox"/>            | Evidence that the entity is a +pooled development fund with net tangible assets of at least \$2 million   | Not applicable.   |

+ See chapter 19 for defined terms.

**Appendix 1A**  
**ASX Listing application and agreement**

Where is the information or document to be found? (eg, prospectus cross reference)

82	✓	Evidence that at least half of the entity's total tangible assets (after raising any funds) is not cash or in a form readily convertible to cash (if there are no commitments)	See Offer Document section 9.12 (Pro forma balance sheet as at 30 June 2005). Offer Document attached as Annexure A.
83	<input type="checkbox"/>	Evidence that there are commitments to spend at least half of the entity's cash and assets in a form readily convertible to cash (if half or more of the entity's total tangible assets (after raising any funds) is cash or in a form readily convertible to cash)	Not applicable - see item 82 above.
84	<input type="checkbox"/>	Statement that there is enough working capital to carry out the entity's stated objectives (and statement by independent expert, if required)	See Offer Document section 2.7 (Financial highlights and distribution policy) in respect of the stapled entities as a group. Offer Document attached as Annexure A.
85		Deleted 1/9/99.	
86		Deleted 1/7/97.	
87	✓	+Accounts for the last 3 full financial years and audit report, review or statement that not audited or not reviewed	ASX in-principle advice has been obtained that certain financial information in relation to BBWP will be sufficient for the purposes of admission to the Official List. See ASX waiver application dated 8 September 2005 attached as Annexure G.
87A	<input type="checkbox"/>	Half yearly +accounts (if required) and audit report, review or statement that not audited or not reviewed	Not applicable.
87B	✓	Audited balance sheet (if required) and audit report	See Offer Document Appendix 2 (2005 Consolidated financial report - GWP). Offer Document attached as Annexure A.
87C	✓	Pro forma balance sheet and review	See Offer Document Appendix 1 (Summary of BBWP historical financial performance). Offer Document attached as Annexure A.

(Now go to 106)

88	Deleted 1/7/97.
89-92C	Deleted 1/9/99.
93	Deleted 1/7/97.
94-98C	Deleted 1/9/99.
99	Deleted 1/7/97.
100-105C	Deleted 1/9/99.

+ See chapter 19 for defined terms.

## About the entity's business plan and level of operations

### All entities

Information contained in the information memorandum

Where is the information or document to be found? (eg, prospectus cross reference)

- |     |   |  |   |
|-----|---|--|---|
| 106 | ✓ | Details of the entity's existing and proposed activities, and level of operations. State the main business                                 | See Offer Document section 2 (Investment overview), section 5 (Overview of BBWP), section 6 (Overview of the BBWP portfolio). Offer Document attached as Annexure A.  |
| 107 | ✓ | Details of any issues of the entity's +securities (in all +classes) in the last 5 years. Indicate issues for consideration other than cash | On incorporation of BBWPB on 12 September 2005, 211,327,280 shares were issued to Babcock & Brown Asset Holdings Pty Ltd as holder on behalf of the Babcock & Brown Wind Partners Trust, fully paid up at \$0.000001 per share. |

## Information memorandum requirements

### All entities

- |        |                          |  |  |
|--------|--------------------------|--|--|
| 108    | <input type="checkbox"/> | If the entity is a company, a statement that all the information that would be required under section 710 of the Corporations Act if the information memorandum were a prospectus offering for subscription the same number of +securities for which +quotation will be sought is contained in the information memorandum. If the entity is a trust, a statement that all the information that would be required under section 1013C of the Corporations Act if the information memorandum were a Product Disclosure Statement offering for subscription the same number of +securities for which +quotation will be sought is contained in the information memorandum | Not applicable: offer document used is a prospectus and PDS.   |
| 109    | ✓                        | The signature of every director, and proposed director, of the entity personally or by a +person authorised in writing by the director (in the case of a trust, director of the responsible entity)  | Not applicable: see Offer Document section 13.12 (Directors' consent to lodgement) where each director has consented to the lodgement of the Offer Document with ASIC. Offer Document is attached as Annexure A. |
| 110    | ✓                        | The date the information memorandum is signed  | Offer Document was signed on 26 September 2005.  |
| 111(a) | ✓                        | Full particulars of the nature and extent of any interest now, or in the past 2 years, of every director or proposed director of the entity (in the case of a trust, the responsible entity), in the promotion of the entity, or in the property acquired or proposed to be acquired by it   | See Offer Document section 13.7 (Interests of directors) attached as Annexure A.   |

+ See chapter 19 for defined terms.

111(b)

If the interest was, or is, as a member or partner in another entity, the nature and extent of the interest of that other entity

Not applicable.

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<sup>+</sup> See chapter 19 for defined terms.



**Appendix 1A**  
**ASX Listing application and agreement**

Information contained in the information memorandum

Where is the information or document to be found? (eg, prospectus cross reference)

111(c)	<input type="checkbox"/>	If the interest was or is as a member or partner in another entity, a statement of all amounts paid or agreed to be paid to him or her or the entity in cash, +securities or otherwise by any +person to induce him or her to become or to qualify him or her as, a director, or for services rendered by him or her or by the entity in connection with the promotion or formation of the listed entity	Not applicable.
112(a)	<input checked="" type="checkbox"/>	Full particulars of the nature and extent of any interest of every expert in the promotion of the entity, or in the property acquired or proposed to be acquired by it	Other than the Babcock & Brown group, no interest other than the fees described in section 13.9 (Interests of experts and advisers) of the Offer Document attached as Annexure A.  In addition, the Babcock & Brown group currently holds approximately 17% of BBWP, and intend to acquire further stapled securities on listing, to bring their holding to approximately 15% of securities following the IPO - refer to the Chairman's letter on page 12 of the Offer Document attached as Annexure A.
112(b)	<input type="checkbox"/>	If the interest was or is as a member or partner in another entity, the nature and extent of the interest of that other entity	Not applicable.
112(c)	<input type="checkbox"/>	If the interest was or is as a member or partner in another entity, a statement of all amounts paid or agreed to be paid to him or her or the entity in cash, +securities or otherwise by any +person for services rendered by him or her or by the entity in connection with the promotion or formation of the listed entity	Not applicable.
113	<input checked="" type="checkbox"/>	A statement that ASX does not take any responsibility for the contents of the information memorandum	See inside front cover of the Offer Document attached as Annexure A.
114	<input checked="" type="checkbox"/>	A statement that the fact that ASX may admit the entity to its +official list is not to be taken in any way as an indication of the merits of the entity	See inside front cover of the Offer Document attached as Annexure A.
115	<input checked="" type="checkbox"/>	If the information memorandum includes a statement claiming to be made by an expert or based on a statement made by an expert, a statement that the expert has given, and has not withdrawn, consent to the issue of the information memorandum with the particular statement included in its form and context	Consents have been obtained. See Offer Document section 13.10 (Consents) attached as Annexure A.

+ See chapter 19 for defined terms.

Where is the information or document to be found? (eg, prospectus cross reference)

116          A statement that the entity has not raised any capital for the 3 months before the date of issue of the information memorandum and will not need to raise any capital for 3 months after the date of issue of the information memorandum

Note LB2 and Alinta transactions - refer to ASX waiver applications in relation to Listing Rule 10.1 dated 16 August 2005 attached as Annexure G.

117          A statement that a supplementary information memorandum will be issued if the entity becomes +aware of any of the following between the issue of the information memorandum and the date the entity's +securities are +quoted or reinstated.

- A material statement in the information memorandum is misleading or deceptive.
- There is a material omission from the information memorandum.
- There has been a significant change affecting a matter included in the information memorandum.
- A significant new circumstance has arisen and it would have been required to be included in the information memorandum

Not applicable - note Corporations Act requirements.

*Information contained in the supplementary information memorandum*

118          If there is a supplementary information memorandum:

- Correction of any deficiency.
- Details of any material omission, change or new matter.
- A prominent statement that it is a supplementary information memorandum.
- The signature of every director, or proposed director, of the entity personally or by a +person authorised in writing by the director (in the case of a trust, director of the responsible entity).
- The date the supplementary information memorandum is signed.

Not applicable.

*Evidence if supplementary information memorandum is issued*

119          Evidence that the supplementary information memorandum accompanied every copy of the information memorandum issued after the date of the supplementary information memorandum.

Not applicable.

+ See chapter 19 for defined terms.

**Other information**

**All entities**

Where is the information or document to be found? (eg, prospectus cross reference)

- |      |                                     |   |  |
|------|-------------------------------------|---|--|
| 120  | <input type="checkbox"/>            | Evidence that the supplementary information memorandum was sent to every +person who was sent an information memorandum   | Not applicable.  |
| 121  | <input type="checkbox"/>            | Details of any material contracts entered into between the entity and any of its directors (if a trust, the directors of the responsible entity)  | Not applicable.  |
| 122  | <input checked="" type="checkbox"/> | A copy of every disclosure document or Product Disclosure Statement issued, and every information memorandum circulated, in the last 5 years  | Copy of Offer Document attached as Annexure A.   |
| 123  | <input type="checkbox"/>            | Information not covered elsewhere and which, in terms of rule 3.1, is likely materially to affect the price or value of the entity's +securities  | Not applicable.  |
| 123A | <input checked="" type="checkbox"/> | <p>The documents which would have been required to be given to ASX under rules 4.1, 4.2, 4.3, 4.5, 5.1, 5.2 and 5.3 had the entity been admitted to the +official list at the date of its application for admission, unless ASX agrees otherwise.</p> <p><small>Example: ASX may agree otherwise if the entity was recently incorporated.</small></p> | <p>Documents required to be given to ASX under Listing Rules 4.1, 4.2, 4.3 and 4.5 have been provided in Appendix 1 (Summary of BBWP historical financial performance) and Appendix 2 (2005 Consolidated financial report - GWP) of the Offer Document attached as Annexure A.</p> <p>Listing Rules 5.1, 5.2 and 5.3 not applicable.</p> |

**Mining exploration entities**

- |     |                          |  |                 |
|-----|--------------------------|--|-----------------|
| 124 | <input type="checkbox"/> | A map or maps of the mining tenements prepared by a qualified +person. The maps must indicate the geology and other pertinent features of the tenements, including their extent and location in relation to a capital city or major town, and relative to any nearby properties which have a significant bearing on the potential of the tenements. The maps must be dated and identify the qualified +person and the report to which they relate. | Not applicable. |
| 125 |                          | Deleted 1/7/97   |                 |

+ See chapter 19 for defined terms.

Where is the information or document to be found? (eg, prospectus cross reference)

- |     |                          |  |                 |
|-----|--------------------------|--|-----------------|
| 126 | <input type="checkbox"/> | A schedule of +mining tenements prepared by a qualified person. The schedule must state in relation to each +mining tenement:<br>the geographical area where the +mining tenement is situated;<br>the nature of the title to the +mining tenement;<br>whether the title has been formally confirmed or approved and, if not, whether an application for confirmation or approval is pending and whether the application is subject to challenge; and<br>the +person in whose name the title to the +mining tenement is currently held. | Not applicable. |
| 127 | <input type="checkbox"/> | If the entity has +acquired an interest or entered into an agreement to +acquire an interest in a +mining tenement from any +person, a statement detailing the date of the +acquisition of the interest from the vendor and the purchase price paid and all other consideration (whether legally enforceable or not) passing (directly or indirectly) to the vendor.   | Not applicable. |
| 128 | <input type="checkbox"/> | A financial statement by the directors (if a trust, the directors of the responsible entity) setting out a program of expenditure together with a timetable for completion of an exploration program in respect of each +mining tenement or, where appropriate, each group of tenements  | Not applicable. |
| 129 | <input type="checkbox"/> | A declaration of conformity or otherwise with the Australasian Code for Reporting of Identified Mineral Resources and Ore Reserves for any reports on mineral resources and +ore reserves  | Not applicable. |

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+ See chapter 19 for defined terms.

## **Part 3 - Agreement**

### **All entities**

*You must complete this agreement. If you require a seal to be bound, the agreement must be under seal.*

We agree:

- 1 Our admission to the +official list is in ASX's absolute discretion. ASX may admit us on any conditions it decides. +Quotation of our +securities is in ASX's absolute discretion. ASX may quote our +securities on any conditions it decides. Our removal from the +official list or the suspension or ending of +quotation of our +securities is in ASX's absolute discretion. ASX is entitled immediately to suspend +quotation of our +securities or remove us from the +official list if we break this agreement, but the absolute discretion of ASX is not limited.
  
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law, and is not for an illegal purpose.
  - There is no reason why the +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 601MB(1), 737, 738, 992A, 992AA or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
  
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of the warranties in this agreement.
  
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.
  
- 5 We will comply with the listing rules that are in force from time to time, even if +quotation of our +securities is deferred, suspended or subject to a +trading halt.

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<sup>+</sup> See chapter 19 for defined terms.

- 6 The listing rules are to be interpreted:
- in accordance with their spirit, intention and purpose;
  - by looking beyond form to substance; and
  - in a way that best promotes the principles on which the listing rules are based.
- 7 ASX has discretion to take no action in response to a breach of a listing rule. ASX may also waive a listing rule (except one that specifies that ASX will not waive it) either on our application or of its own accord on any conditions. ASX may at any time vary or revoke a decision on our application or of its own accord.
- 8 A document given to ASX by an entity, or on its behalf, becomes and remains the property of ASX to deal with as it wishes, including copying, storing in a retrieval system, transmitting to the public, and publishing any part of the document and permitting others to do so. The documents include a document given to ASX in support of the listing application or in compliance with the listing rules.
- 9 In any proceedings, a copy or extract of any document or information given to ASX is of equal validity in evidence as the original.
- 10 Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's securities cannot be approved under the operating rules of the +approved CS facility:
- We will satisfy the +technical and performance requirements of the +approved CS facility and meet any other requirements the +approved CS facility imposes in connection with approval of our +securities.
  - When +securities are issued we will enter them in the +approved CS facility's subregister holding of the applicant before they are quoted, if the applicant instructs us on the application form to do so.
  - The +approved CS facility is irrevocably authorised to establish and administer a subregister in respect of the +securities for which +quotation is sought.
- 11 Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's +securities cannot be approved under the operating rules of the +approved CS facility, we confirm that either:
- we have given a copy of this application to the +approved CS facility in accordance with the operating rules of the +approved CS facility;  
or
  - ✓ we ask ASX to forward a copy of this application to the +approved CS facility.

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<sup>+</sup> See chapter 19 for defined terms.

12 In the case of an entity established in a jurisdiction whose laws have the effect that the entity's +securities cannot be approved under the operating rules of the +approved CS facility:

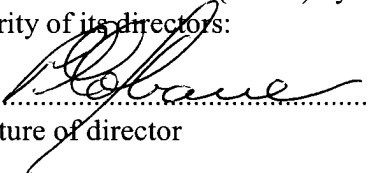
- The +approved CS facility is irrevocably authorised to establish and administer a subregister in respect of +CDIs.
- We will make sure that +CDIs are issued over +securities if the holder of quoted +securities asks for +CDIs.

13 In the case of an entity established in a jurisdiction whose laws have the effect that the entity's +securities cannot be approved under the operating rules of the +approved CS facility:

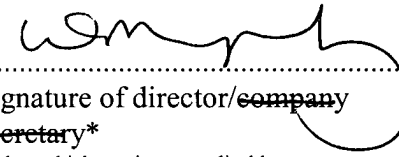
- we have given a copy of this application to the approved CS facility in accordance with the operating rules of the + approved CS facility; or
- we ask ASX to forward a copy of this application to the +approved CS facility.

Dated: 29 September 2005

**EXECUTED** by **BABCOCK &** )  
**BROWN WIND PARTNERS** )  
**(BERMUDA) LIMITED** in )  
accordance with section 127(1) of the )  
Corporations Act 2001 (Cwlth) by )  
authority of its directors: )

  
..... )  
Signature of director )

..... **PETER FRANCIS HOFBAUER**..... )  
Name of director (block letters)

  
..... )  
Signature of director/~~company~~ )  
~~secretary~~\* )  
\*delete whichever is not applicable

**Warren Murphy**  
..... )  
Name of director/~~company~~ ~~secretary~~\* )  
(block letters) )  
\*delete whichever is not applicable

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+ See chapter 19 for defined terms.