

# Appendix 3D

## Changes relating to buy-back (*except* minimum holding buy-back)

*Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001.

<b>Name of entity:</b>	<b>Babcock &amp; Brown Wind Partners</b> , a stapled entity comprising Babcock & Brown Wind Partners Limited (ABN 39 105 051 616), Babcock & Brown Wind Partners (Bermuda) Limited (ARBN 116 360 715), and Babcock & Brown Wind Partners Services Limited (ABN 61 113 813 997) (AFSL 290 710), as responsible entity of the Babcock & Brown Wind Partners Trust (ARSN 116 244 118) (" <b>BBW</b> ")
<b>ABN:</b>	As Above

We (the entity) give ASX the following information.

1 Date that an Appendix 3C or the last Appendix 3D was given to ASX	16 September 2008
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### Information about the change

*Complete each item for which there has been a change and items 9 and 10.*

<b>Column 1</b> (Details announced to market in Appendix 3C or last Appendix 3D)	<b>Column 2</b> (Details of change to buy-back proposals)
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#### On-market buy-back

2 Name of broker who will act on the company's behalf	Deutsche Bank AG, Sydney Branch.	UBS AG, Australia Branch.
3 Deleted 30/9/2001.		
4 If the company intends to buy back a maximum number of shares - that number  <small>Note: This requires a figure to be included, not a percentage. The reference to a maximum number is to the total number including shares already bought back and shares remaining to be bought back. If the total has not changed, the item does not need to be completed.</small>	86,860,000	261,860,000

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

**Appendix 3D**  
**Changes relating to buy-back**

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	<b>Column 1</b> (Details announced to market in Appendix 3C or last Appendix 3D)	<b>Column 2</b> (Details of change to buy-back proposals)
5 If the company intends to buy back a maximum number of shares - the number remaining to be bought back	86,860,000	233,080,420
6 If the company intends to buy-back shares within a period of time - that period of time; if the company intends that the buy-back be of unlimited duration - that intention	16/9/08 – 16/9/09	16/9/08 – 26/11/09
7 If the company intends to buy back shares if conditions are met - those conditions	Not applicable	Not applicable

**All buy-backs**

8 Any other change		
9 Reason for change		

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

- 10 Any other information material to a shareholder's decision whether to accept the offer (*eg, details of any proposed takeover bid*)

### Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.



Sign here: ..... Date: 27 November 2008  
(~~Director~~/Company secretary)

Print name: David Richardson

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