Rule 3.19A.2

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	**Adelaide Brighton Ltd (ABL)**
ABN	**15 007 596 018**

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Raymond Barro
Date of last notice	22 March 2011

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Relevant interest in: (a) Cobolgraphics Pty Ltd <Raymond Barro Family A/C> ("Cobolgraphics") (b) David Barro Testamentary Trust ("the Trust") (c) Barro Properties Pty Limited ("Barro Properties") (d) Christabel Investments Pty Ltd ("Christabel")
Date of change	25 May 2011 26 May 2011
No. of securities held prior to change	Total of 121,076,641 indirectly held as follows: (a) 475,900 - Cobolgraphics Pty Ltd <Raymond Barro Family A/C> (b) 554,794 - the Trust, of which Raymond Barro is one of the Trustees. (c) 120,045,947 - Barro Properties, of which Raymond Barro has an interest in, both directly and indirectly in his capacity as one of the Trustees of the Trust. In addition: (d) Raymond Barro is an associate of Barro Group Pty Ltd ("Barro Group"), which is the owner of 31,727,804 shares in ABL. In the interests of keeping the market fully informed, Raymond Barro has elected to disclose this information because he is an associate of Barro Group. (e) Belinda Barro is the owner of 21,086 shares in ABL. In the interests of keeping the market fully informed, Raymond Barro has elected to disclose this information because Belinda Barro is his spouse. Raymond Barro does not have a relevant interest in these shares.
Class	Ordinary

Number acquired	Purchased by Barro Properties: 25 May 2011 – 1,729,505 ordinary shares Purchased by Christabel: 25 May 2011 – 70,606 ordinary shares 26 May 2011 – 29,394 ordinary shares Raymond Barro is an associate of Christabel. In the interest of keeping the market fully informed, Raymond Barro has elected to disclose this information because he is an associate of Christabel.
Number disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Barro Properties: 25 May 2011 - $3.07 per share Christabel: 25 May 2011 – $3.06 per share 26 May 2011 - $3.07 per share
No. of securities held after change	Total of 122,806,146 indirectly held as follows: (a) 475,900 - Cobolgraphics Pty Ltd <Raymond Barro Family A/C> (b) 554,794 - the Trust, of which Raymond Barro is one of the Trustees. (c) 121,775,452 - Barro Properties, of which Raymond Barro has an interest in, both directly and indirectly in his capacity as one of the Trustees of the Trust. In addition: (d) Raymond Barro is an associate of Barro Group Pty Ltd ("Barro Group"), which is the owner of 31,727,804 shares in ABL. In the interests of keeping the market fully informed, Raymond Barro has elected to disclose this information because he is an associate of Barro Group. (e) Raymond Barro is an associate of Christabel, which is the owner of 100,000 shares in ABL. In the interests of keeping the market fully informed, Raymond Barro has elected to disclose this information because he is an associate of Christabel. (e) Belinda Barro is the owner of 21,086 shares in ABL. In the interests of keeping the market fully informed, Raymond Barro has elected to disclose this information because Belinda Barro is his spouse. Raymond Barro does not have a relevant interest in these shares.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On market

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.**Detail of contract**	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	NO
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

+ See chapter 19 for defined terms.