

FULBRIGHT & JAWORSKI L.L.P.

A REGISTERED LIMITED LIABILITY PARTNERSHIP
666 FIFTH AVENUE, 31ST FLOOR
NEW YORK, NEW YORK 10103-3198
WWW.FULBRIGHT.COM

SUPPL

CTAYLOR@FULBRIGHT.COM
DIRECT DIAL: (212) 318-3138

TELEPHONE: (212) 318-3000
FACSIMILE: (212) 318-3400

October 8, 2008

VIA FEDERAL EXPRESS

Securities and Exchange Commission
Division of Corporation Finance
100 F Street, NE
Washington, D.C. 20549

RE: Barloworld Limited
File No. 82-35039

Dear Madam or Sir:

Pursuant to Rule 12g3-2(b) promulgated under the Securities Exchange Act of 1934, as amended, we hereby furnish to the Securities and Exchange Commission, on behalf of Barloworld Limited, the documents listed on Schedule A.

Kindly acknowledge receipt of the enclosed materials by date-stamping the attached copy of this letter and returning it to the undersigned in the enclosed self-addressed, postage-paid envelope. If you have any questions, please call the undersigned at (212) 318-3138.

PROCESSED

OCT 22 2008

THOMSON REUTERS

Enclosures

cc: Sibani Mngomezulu

Very truly yours,

Cybil Taylor

Cybil Taylor

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Washington, DC
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SECURITIES AND EXCHANGE COMMISSION

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BRANCH OF REGISTRATIONS
AND
EXAMINATIONS

Schedule A

1. Form CM 29, Contents of Register of Directors, Auditors and Officers, dated September 30, 2008
2. SENS Announcement, dated October 8, 2008, entitled "Barloworld Limited – Director Changes in Responsibilities"

Certificate issued by the Registrar of Companies & Close Corporations on Tuesday, September 30, 2008 01:02
Certificate of Confirmation



COMPANIES AND INTELLECTUAL
PROPERTY REGISTRATION OFFICE

a member of the dti group

Registration Number 1918 / 000095 / 06
 Enterprise Name BARLOWORLD
 Enterprise Shortened Name None provided.
 Enterprise Translated Name None provided.
 Registration Date 29/08/1918
 Business Start Date 29/08/1918
 Enterprise Type Public Company
 Enterprise Status In Business
 Financial Year End September
 Tax Number 9000051715
 Main Business/Main Object FINANCIAL INTERMEDIATION, EXCEPT INSURANCE AND PENSION FUNDING
 FINANCIAL INTERMEDIATION, EXCEPT INSURANCE AND PENSION FUNDING
 Postal Address P O BOX 782248
 SANDTON
 2146
 Address of Registered Office BARLOW OLD CORPORATE OFFICE
 180 KATHERINE STR
 SANDTON
 2146
 Auditors
 Name DELOITTE AND TOUCHE
 Postal Address PRIVATE BAG X6
 GALLO MANOR
 2052

Active Directors / Officers

Surname and first names	ID number or date of birth	Director type	Appoint-ment date	Addresses
NTSALUBA, SANGO SIVIWE	6007035830081	Director	28/07/2008	Postal: POSTNET SUITE 312, PRIVATE BAG X29, GALLO MANOR, 2052 Residential: 15 SINGER ROAD, WOODMEAD, 2191
SHONGWE, OUPA ISAAC	6205255801085	Director	26/01/2007	Postal: P O BOX 782248, SANDTON, 2146 Residential: 12 ESSENWOOD AVENUE, DALECROSS, 2196



COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE

Registrar of Companies & Close Corporations

P O BOX 429, FRETORIA, 2001, Pretoria, South Africa. Dext: 256, FRETORIA

Call Centre Tel: 086 184 3384, Fax: 011 429 4000, Email: registrar@cipro.co.za

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COMPANIES AND INTELLECTUAL
PROPERTY REGISTRATION OFFICE

a member of the dti group

Registration number 1918 / 000095 / 06

Enterprise Name BARLOWORLD

Active Directors / Officers

Surname and first names	ID number or date of birth	Director type	Appoint-ment date	Addresses
NYASULU, THEMRAHLE HIXONIA	5409130798083	Director	26/01/2007	Postal: 410 JAN SMUTS AVENUE, CRAIGHALL PARK, 2196 Residential: 10 SHEILA PLACE, GILLITTS, 3610
HAMILTON, ALEXANDER GORDON KELSO	0944995990000	Director	26/01/2007	Postal: 51 CHELSEA SQUARE, LONDON SW3 6LH, UNITED KINGDOM, 0000 Residential: 51 CHELSEA SQUARE, LONDON SW3 6LH, UNITED KINGDOM, 0000
WILSON, DONALD GERT	5702245053083	Director	29/09/2006	Postal: P O BOX 782248, SANDTON, 2146 Residential: 50 WORCESTER ROAD, PARKWOOD, JOHANNESBURG, 2193
MKHABELA, SIBONGILE	5607310737082	Director	27/01/2006	Postal: P O BOX 797, HIGHLANDS NORTH, 2037 Residential: 15 STANRICH AVENUE, CYRILDENE, 2198
MNGOMEZULU, SIBANI	7202146124081	Company Secretary (Natural Person)	30/06/2005	Postal: P O BOX 782248, SANDTON, 2146 Residential: NO 45 FORESTDALE, AMADINA ROAD, DOUGLASDALE, 2125
LAUBSCHER, MARTIN	6001305016083	Director	09/05/2005	Postal: P O BOX 66511, HIGHVELD, 0169 Residential: 24 WALDORF DRIVE, CENTURION RES ESTATE & COUNTRY CLUB, CENTURION, 0046
BAOWA, SELBY ALAN MASIBONGE	5105045583087	Director	21/01/2005	Postal: POSTNET 492, PRIVATE BAG 4, MENLO PARK, 0102 Residential: 1 CARMEL AVENUE NORTHCLIFF, JOHANNESBURG, 2195
BLACKBEARD, PETER JOHN	5705115091083	Director	10/05/2004	Postal: BARLOWORLD SCIENTIFIC TILLING DRIV, STONE STAFFORDSHIRE ST15 0SA, 2146 Residential: 4WOODN FA HAI F BROOK GREEN, ALTRICHAM, CHESHIRE WA15 8WH, 0000



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Registrar of Companies & Close Corporations

P O BOX 404 PRETORIA 001 PRETORIA South Africa 001-004 PRETORIA

Call Centre Tel: 020 104 2304, Website: www.cipro.co.za, WAF: www.spr.co.za/comp

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a number of ... dti group

Registration number 1918 / 000095 / 06

Enterprise Name BARLOWORLD

Active Directors / Officers

Surname and first names	ID number or date of birth	Director type	Appoint-ment date	Addresses
RODRIGUEZ DE CASTRO GARCIA DE LO, GONZALO	4207270000000	Director	30/01/2004	Postal: MARIA DE MOLINA, N1 28006, MADRID SPAIN, 0000 Residential: MARIA DE MOLINA, N1 28006, MADRID SPAIN, 0000
THOMSON, CLIVE BRADNFY	6605315015081	Director	01/04/2003	Postal: P O BOX 782248, SANDTON, 2146 Residential: 186 BRYANSTON DRIVE, BRYANSTON, SANDTON, 2196
PFEIFFER, STEVEN BERNARD	4701190000000	Director	27/08/2001	Postal: 801 PENNSYLVANIA AVENUE NW, WASHINGTON DC, 20004, USA, 0000 Residential: 301 NORTH VIEW TERRACE, ALEXANDRIA VA, USA 22301, 0000
NTSEBEZA, DUMISA BUHLE	4910315121093	Director	18/05/1999	Postal: 718 HUGUENOT, CHAMBERS 7TH FLOOR, 40 QUEEN VICTORIA STREET, CAPE TOWN, 8001 Residential: 2 SILVERDALE, PINELANDS, CAPE TOWN, 7405
LEVETT, MICHAEL JOHN	3906065031002	Director	15/11/1995	Postal: 40 MAGNOLIA LODGE, KENSINGTON GREEN, MARLOES ROAD, LONDON W8 5UT, 5214 Residential: 40 MAGNOLIA LODGE, KENSINGTON GREEN, MARLOES ROAD, LONDON W8 5UT, 5214



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Registrar of Companies & Close Corporations

P.O. BOX 439, PRETORIA, 0001, Republic of South Africa. Duces: 258, PRETORIA

Call Centre Tel: 086 134 3354, WhatsApp: 086 134 3354, WAP: www.cipiro.co.za

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8 Oct 2008

BAW BAWP

BAW

BAW / BAWP - Barloworld Limited - Directors changes in responsibilities

Barloworld Limited

(Incorporated in the Republic of South Africa)

(Registration number 1918/000095/06)

(Share code: BAW)

(ISIN: ZAE000026639)

(Share code: BAWP)

(ISIN: ZAE000026647)

("Barloworld")

DIRECTORS` CHANGES IN RESPONSIBILITIES

In accordance with 3.59 of the Listings Requirements of the JSE Limited, the following changes are announced:

Mr Isaac Shongwe, currently Chief Executive Officer of Barloworld Logistics Africa and executive director of Barloworld Limited, will become CEO of the entire Barloworld Logistics division, including its international operations, with effect from 1 January 2009.

Ms Sibongile Mkhabela assumes chairmanship of the Empowerment and Transformation Committee and Messrs Clive Thomson and Isaac Shongwe become members of that Committee with effect from 6 October 2008.

Sandton

8 October 2008

Sponsor:

J.P. Morgan Equities Limited

Date: 08/10/2008 10:30:48 Produced by the JSE SENS Department.

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