

**BBX GROUP OF COMPANIES**

5th November, 2008.

Ms Marta Kiclich
Australian Stock Exchange Limited
PO Box 11224
AUSTRALIA SQUARE NSW 1215.

Dear Marta,

RE: QUARTERLY REPORT

Thank you for your correspondence dated 3rd November, 2008 seeking clarification relating to our quarterly Appendix 4C. In response to the questions raised we can advise as follows;

1. The conclusion you are suggesting in your question is not correct as the circumstances that prevailed in the quarter to which the report relates may not apply in the current quarter. The amount owing to us in respect of commissions from real estate transactions awaiting settlement is still significant which is expected to be received over the course of the next six months. The company is exploring options in relation to the sale of investments and other assets to bolster its cash reserves.
2. No. But if future negative cash flows are encountered it is expected that the companies cash position will be restored through a combination of sale of investment shares, cash injections from the major shareholder and refinancing.
3. The revenues for the quarter were less than our budget whilst expenses during the quarter measured on an accruals basis did not reduce as rapidly as we would have liked but were still consistent with our budget.
4. The shortfall in revenue developed over the course of the 3 month period as comments from the new Government and the Reserve Bank continued to negatively impact business conditions generally. Terms such as 'inflation crisis' when combined with the fallout from the subprime lending crisis that has been ongoing for 12 months have had the effect of bringing about a crisis of confidence in the marketplace.
5. Yes, it is considered that the company is in compliance with the listing rules including listing rule 3.1.
6. With respect to listing rule 12.2, the composition of the balance sheet and relative size of liabilities to assets is broadly in line with what had been expected at this stage of the company's growth plan. The credit squeeze following from the subprime lending crisis and the adverse market conditions caused by untimely comments from the Government could not have been anticipated. Any change in financial condition is kept under constant review and would be reported to the market immediately if it were expected to have a material effect on the price (which has declined) or value of the entities securities.

Please be in touch if we can provide anything further.

Yours faithfully,
BBX HOLDINGS LTD.

MICHAEL TOUMA

Managing Director



The only publicly listed barter exchange company in Australasia

BBX HOLDINGS LIMITED ACN 089 221 634

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ASX

AUSTRALIAN SECURITIES EXCHANGE

3 November 2008

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By email

Dear Tim,

BBX Holdings Limited (the "Company")

I refer to the Company's Quarterly Report in the form of the Appendix 4C for the period ended 30 September 2008, released to ASX Limited ("ASX") via a Company Announcement on 31 October 2008 (the "Appendix 4C").

ASX notes that the Company has reported the following.

1. Receipts from customers of \$958,000.
2. Negative net operating cash flows for the quarter of \$65,000.
3. Negative cash at end of quarter of \$522,000.

In light of the information contained in the Appendix 4C, please respond to each of the following questions.

1. It is possible to conclude on the basis of the information provided that if the Company were to continue to expend cash at the rate for the quarter indicated by the Appendix 4C, the Company may not have sufficient cash to fund its activities for the next 2 quarters. Is this the case, or are there other factors that should be taken into account in assessing the Company's position?
2. Does the Company expect that in the future it will have negative operating cash flows similar to that reported in the Appendix 4C for the quarter and, if so, what steps has it taken to ensure that it has sufficient funds in order to continue its operations at that rate?
3. To what extent have the Company's actual revenues and expenses in the quarter, as reported in the Appendix 4C, matched the Company's anticipated revenues and expenses for that reporting period?
4. If the Company's actual revenues and expenses are not substantially in accordance with the Company's anticipated revenues and expenses, when did the Company become aware that its revenues and expenses would not substantially match the anticipated revenues and expenses? You

Australian Securities Exchange

Australian Stock Exchange	Australian Clearing House	ASX Settlement and Transfer Corporation
Sydney Futures Exchange	SFE Clearing Corporation	Austraclear

may wish to outline any circumstances that may have had an effect on the Company's revenues and expenses.

5. Can the Company confirm that it is in compliance with the listing rules, and in particular, listing rule 3.1?
6. Please comment on the Company's compliance with listing rule 12.2, with reference to the matters discussed in the note to the rule.

Listing rule 3.1

Listing rule 3.1 requires an entity to give ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities. The exceptions to this requirement are set out in the rule.

In responding to this letter you should consult listing rule 3.1 and the guidance note titled "Continuous disclosure: listing rule 3.1".

If the information requested by this letter is information required to be given to ASX under listing rule 3.1 your obligation is to disclose the information immediately.

Your responsibility under listing rule 3.1 is not confined to, or necessarily satisfied by, answering the questions set out in this letter.

This letter and your response will be released to the market. If you have any concerns about your response being released, please contact me immediately. Your response should be sent to me on facsimile number (02) 9241 7620 or by email at marta.kielich@asx.com.au. It should not be sent to the Company Announcements Office.

Unless the information is required immediately under listing rule 3.1, a response is requested as soon as possible and, in any event, not later than half an hour before the start of trading (i.e. before 9.30 a.m. A.E.D.T) on Thursday, 6 November 2008.

If you are unable to respond by the time requested you should consider a request for a trading halt in the Company's securities.

If you have any queries regarding any of the above, please let me know.

Yours sincerely,

(sent electronically without signature)

Marta Kielich

Adviser, Issuers (Sydney)