APPLICABLE PRICING SUPPLEMENT

Barloworld
Leading brands

BARLOWORLD LIMITED

(Incorporated in the Republic of South Africa with limited liability under Registration Number 1918/000095/06)

Issue of ZAR91,000,000 9.94% Senior Unsecured Fixed Rate Notes due 2 October 2017
Under its ZAR10,000,000,000 Domestic Medium Term Note and Commercial Paper Programme

This Applicable Pricing Supplement must be read in conjunction with the Programme Memorandum, dated 1 September 2010, prepared by Barloworld Limited in connection with the Barloworld Limited ZAR10,000,000,000 Domestic Medium Term Note and Commercial Paper Programme, as amended and/or supplemented from time to time (the "**Programme Memorandum**").

Any capitalised terms not defined in this Applicable Pricing Supplement shall have the meanings ascribed to them in the section of the Programme Memorandum headed "*Terms and Conditions of the Notes*".

This document constitutes the Applicable Pricing Supplement relating to the issue of Notes described herein. The Notes described herein are issued on and subject to the Terms and Conditions as amended and/or supplemented by the Terms and Conditions contained in this Applicable Pricing Supplement. To the extent that there is any conflict or inconsistency between the contents of this Applicable Pricing Supplement and the Programme Memorandum, the provisions of this Applicable Pricing Supplement shall prevail.

PARTIES

1.	Issuer	Barloworld Limited
2.	Dealer(s)	Absa Capital, a division of Absa Bank Limited
3.	Managers	N/A
4.	Paying Agent	The Standard Bank of South Africa Limited
	Specified Address	3 Simmons Street Johannesburg 2001
5.	Calculation Agent	The Issuer
	Specified Address	Barloworld Corporate Office 180 Katherine Street Sandton 2196
6.	Transfer Agent	The Issuer
	Specified Address	Barloworld Corporate Office 180 Katherine Street Sandton 2196

PROVISIONS RELATING TO THE NOTES

7.	Status of Notes	Senior Unsecured
8.	Form of Notes	Listed Registered Notes

9.	Series Number	6
10.	Tranche Number	1
11.	Aggregate Nominal Amount:	
	(a) Series	ZAR91,000,000
	(b) Tranche	ZAR91,000,000
12.	Interest	Interest-bearing
13.	Interest Payment Basis	Fixed Rate Notes
14.	Automatic/Optional Conversion from one Interest/Redemption/Payment Basis to another	N/A
15.	Form of Notes	Registered Notes: The Notes in this Tranche are issued in certificated form and lodged in the CSD under a single Global Certificate
16.	Issue Date	15 September 2010
17.	Nominal Amount per Note	ZAR1,000,000
18.	Specified Denomination	ZAR1,000,000
19.	Specified Currency	ZAR
20.	Issue Price	100 per cent
21.	Interest Commencement Date	15 September 2010
22.	Maturity Date	2 October 2017
23.	Applicable Business Day Convention	Modified Following Business Day
24.	Final Redemption Amount	100% of Nominal Amount
25.	Last Day to Register	by 17h00 on 22 March and 21 September of each year
26.	Books Closed Period(s)	The Register will be closed from 23 March to 2 April and from 22 September to 2 October (all dates inclusive) in each year until the Maturity Date
27.	Default Rate	N/A
FIXED RATE NOTES		N/A
28.	(a) Fixed Rate of Interest	9.94 per cent. per annum payable semi-annually in arrear
	(b) Fixed Interest Payment Date(s)	2 April and 2 October in each year up to and including the Maturity Date/other
	(c) Fixed Coupon Amount(s)	N/A
	(d) Initial Broken Amount	N/A
	(e) Final Broken Amount	N/A
	(f) Determination Date(s)	2 April and 2 October in each year
	(g) Day Count Fraction	Actual/365
	(h) Any other terms relating to the particular method of calculating interest	N/A
FLOATING RATE NOTES		N/A
ZERO COUPON NOTES		N/A
PARTLY PAID NOTES		N/A

INSTALMENT NOTES	N/A
MIXED RATE NOTES	N/A
INDEX-LINKED NOTES	N/A
DUAL CURRENCY NOTES	N/A
EXCHANGEABLE NOTES	N/A
OTHER NOTES	N/A
PROVISIONS REGARDING REDEMPTION/MATURITY	
29. Redemption at the Option of the Issuer:	Yes
If yes:	
(a) Optional Redemption Date(s)	N/A
(b) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s)	N/A
(c) Minimum period of notice (if different from Condition 10.3 (*Redemption at the Option of the Issuer*)	N/A
(d) If redeemable in part:	N/A
Minimum Redemption Amount(s)	N/A
Higher Redemption Amount(s)	N/A
(e) Other terms applicable on Redemption	N/A
30. Redemption at the Option of the Senior Noteholders:	No
if yes:	
(a) Optional Redemption Date(s)	N/A
(b) Optional Redemption Amount(s)	N/A
(c) Minimum period of notice (if different from Condition 10.4 (*Redemption at the Option of the Senior Noteholders*))	N/A
(d) If redeemable in part:	
Minimum Redemption Amount(s)	N/A
Higher Redemption Amount(s)	N/A
(e) Other terms applicable on Redemption	N/A
(f) Attach *pro forma* put notice(s)	N/A
31. Early Redemption Amount(s) payable on redemption for taxation reasons or on Event of Default (if required).	Yes
If no:	
(a) Amount payable; or	N/A
(b) Method of calculation of amount payable	N/A

32.	Redemption in the event of a Change of Control	Yes

GENERAL

33.	Financial Exchange	JSE (Interest Rate Market)
34.	Additional selling restrictions	N/A
35.	ISIN No.	ZAG000080706
36.	Stock Code	BAW8
37.	Stabilising manager	N/A
38.	Provisions relating to stabilisation	N/A
39.	The notice period required for exchanging uncertificated Notes for Certificates	10 days
40.	Method of distribution	Auction
41.	Credit Rating assigned to the Issuer	A+(zaf) National Long-Term and Debt Medium Term Note
42.	Applicable Rating Agency	Fitch Southern Africa (Proprietary) Limited
43.	Governing law (if the laws of South Africa are not applicable)	N/A
44.	Surrendering of Notes in the case of Notes represented by a Certificate	10 days after the date on which the Certificate in respect of the Note to be redeemed has been surrendered to the Issuer
45.	Other provisions	N/A

DISCLOSURE REQUIREMENTS IN TERMS OF PARAGRAPH 3(5) OF THE COMMERCIAL PAPER REGULATIONS

46. Paragraph 3(5)(a)

The "*ultimate borrower*" (as defined in the Commercial Paper Regulations) is the Issuer.

47. Paragraph 3(5)(b)

The Issuer is a going concern and can in all circumstances be reasonably expected to meet its commitments under the Notes.

48. Paragraph 3(5)(c)

The auditor of the Issuer is Deloitte & Touche.

49. Paragraph 3(5)(d)

As at the date of this issue:

(i) the Issuer has issued ZAR2,867,000,000 (exclusive of this issue) Commercial Paper (as defined in the Commercial Paper Regulations) (which amount includes Notes issued under the Previous Programme Memorandum); and

(ii) the Issuer estimates that it may issue ZAR300,000,000 of Commercial Paper during the current financial year, ending 30 September 2010.

50. Paragraph 3(5)(e)

All information that may reasonably be necessary to enable the investor to ascertain the nature of the financial and commercial risk of its investment in the Notes is contained in the Programme Memorandum and the Applicable Pricing Supplement.

51. Paragraph 3(5)(f)

There has been no material adverse change in the Issuer's financial position since the date of its last audited financial statements.

52. Paragraph 3(5)(g)
The Notes issued will be listed.

53. Paragraph 3(5)(h)
The funds to be raised through the issue of the Notes are to be used by the Issuer for its general corporate purposes.

54. Paragraph 3(5)(i)
The obligations of the Issuer in respect of the Notes are unsecured.

55. Paragraph 3(5)(j)
Deloitte & Touche, the statutory auditors of the Issuer, have confirmed that nothing has come to their attention to cause them to believe that this issue of Notes issued under the Programme does not comply in all respects with the relevant provisions of the Commercial Paper Regulations.

Responsibility:

The Issuer accepts responsibility for the information contained in this Applicable Pricing Supplement. Application is hereby made to list this issue of Notes on 15 September 2010.

SIGNED at SANDTON on this 14 day of SEPTEMBER 2010

For and on behalf of
BARLOWORLD LIMITED

Name: DG WILSON
Capacity: Director
Who warrants his/her authority hereto

Name: CB THOMSON
Capacity: Director
Who warrants his/her authority hereto