

MALLESONS STEPHEN JAQUES

18 November 2010

Company Announcements Manager
Company Announcements Platform
ASX Limited

By facsimile: 1300 135 638

Dear Sir/Madam

**Brookfield Infrastructure Partners L.P. - Takeover bid for Prime Infrastructure (ASX:PIH)
("Offer") - Notice of withdrawal of Offer**

On behalf Brookfield Infrastructure Partners L.P., we attach a copy of the notice of withdrawal in respect of the Offer.

Yours faithfully



David Eliakim
Partner
Direct line +61 2 9296 2061
Email david.eliakim@mallesons.com

BROOKFIELD INFRASTRUCTURE PARTNERS L.P.
NOTICE OF WITHDRAWAL

TO: Prime Infrastructure Holdings Limited (ABN 61 100 364 234) and Prime Infrastructure RE Limited (ABN 67 099 717 638) (as responsible entity for the Prime Infrastructure Trust (ARSN 100 375 479) and Prime Infrastructure Trust 2 (ARSN 108 288 204)) (together, "**Prime Infrastructure**")

AND TO: ASX Limited

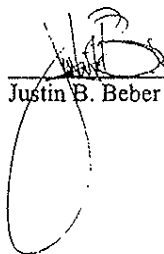
Brookfield Infrastructure Partners L.P. ("**Bidder**") gives notice in connection with section 652B of the Corporations Act 2001 that it withdraws unaccepted offers under the Offer. The Australian Securities and Investment Commission ("**ASIC**") consented to the withdrawal of unaccepted offers under the Offer on 17 November 2010.

Unless the context requires otherwise, defined terms in this notice have the same meaning as in the Bidder's Statement dated 27 September 2010.

A copy of this notice was lodged with ASIC earlier today. ASIC takes no responsibility for the contents of this notice.

This notice is dated: 18 November 2010

Signed on behalf of Brookfield Infrastructure Partners L.P. pursuant to a resolution passed by the directors of Brookfield Infrastructure Partners Limited, as managing general partner of Brookfield Infrastructure Partners L.P., on 21 September 2010.


Justin B. Beber