

MALLESONS STEPHEN JAQUES

18 October 2010

Company Announcements Manager
Company Announcements Platform
ASX Limited

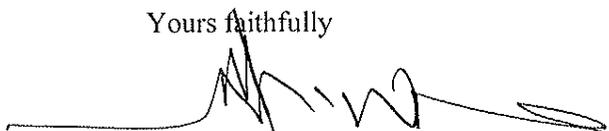
Fax: 1300 135 638

Dear Sir/Madam

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

On behalf of Brookfield Infrastructure Partners L.P. and in accordance with section 630(4) of the Corporations Act, we attach a copy of a notice advising fulfilment of the condition in paragraph (p) of Appendix 2 of the Bidder's Statement dated 27 September 2010 (relating to ASIC relief being granted in respect of the operation of the Ineligible Foreign Securityholder Facility).

Yours faithfully



Barry McWilliams
Partner
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Email barry.mcwilliams@mallesons.com

BROOKFIELD INFRASTRUCTURE PARTNERS L.P.
NOTICE OF FULFILMENT OF CONDITION

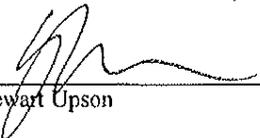
TO: Prime Infrastructure Holdings Limited (ABN 61 100 364 234) and Prime Infrastructure RE Limited (ABN 67 099 717 638) (as responsible entity for the Prime Infrastructure Trust (ARSN 100 375 479) and Prime Infrastructure Trust 2 (ARSN 108 288 204)) (together, "Prime Infrastructure")

AND TO: ASX Limited

In relation to the Bidder's Statement dated 27 September 2010 ("**Bidder's Statement**") by Brookfield Infrastructure Partners L.P. ("**Bidder**"), the Bidder gives notice under section 630(4) of the Corporations Act that the condition set out in paragraph (p) of Appendix 2 of the Bidder's Statement (relating to ASIC relief being granted in respect of the operation of the Ineligible Foreign Securityholder Facility) has been fulfilled and, accordingly, the Offer made by the Bidder under the Bidder's Statement and any takeover contract arising from acceptance of the Offer are now free of that condition.

This notice is dated: 18 October 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.



Stewart Upson