

MALLESONS STEPHEN JAQUES

17 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 status of conditions**

On behalf Brookfield Infrastructure Partners L.P. and in accordance with section 630(3) of the Corporations Act, we attach a copy of the notice of status of conditions in connection with the Offer.

Yours faithfully



David Eliakim
Partner
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BROOKFIELD INFRASTRUCTURE PARTNERS L.P.
NOTICE OF STATUS OF CONDITIONS

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 offer ("**Offer**") made pursuant to the Bidder's Statement dated 27 September 2010 ("**Bidder's Statement**") by Brookfield Infrastructure Partners L.P. ("**Bidder**"), Bidder gives notice pursuant to section 630(3) of the Corporations Act 2001 ("**Corporations Act**") that:

- (a) the offer has not been freed from any conditions;
- (b) as stated in various Notices of Fulfilment of Conditions under section 630(4) of the Corporations Act each of the Conditions in paragraphs (a), (e), (f), (g), (m), (n) and (p) in Appendix 2 of the Bidder's Statement had previously been fulfilled;
- (c) the conditions in paragraphs (b), (c), (h), (i), (j), (k), (l) and (o) have not been fulfilled but Bidder is not aware of any circumstances as at the date hereof which would result in them not being fulfilled; and
- (d) the condition in paragraph (d) has not been fulfilled. Bidder expects that this condition will become incapable of satisfaction on 18 November 2010.

As at the date of this notice, Bidder's voting power in Prime Infrastructure is 42.70%.

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 Heber