

Appendix 3Y

Change of Directors Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/2001

Name of entity: Prime Infrastructure, a stapled entity comprising Prime Infrastructure Holdings Limited (ABN 61 100 364 234) (**Company**) and Prime Infrastructure RE Limited (ACN 099 717 638) as the responsible entity of: (a) Prime Infrastructure Trust (ARSN 100 375 479) (**PIT**); and Prime Infrastructure Trust 2 (ARSN 108 288 204) (**PIT2**)

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Jeffrey Wayne Kendrew
Date of last notice	7 December 2009

Part 1 – Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
Date of Change	8 December 2010
No. of Securities held prior to change	4,479 (pre exchange for BIP Interests)
Class	Ordinary Fully Paid Stapled Securities
Number acquired	N/A
Number disposed	4,479 (exchanged for BIP interests)
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	N/A

No. of securities held after change	Nil
Nature of Change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Exchanged for BIP interests on 8 December 2010 as a result of the implementation of the Scheme of Arrangement approved by Securityholders on 4 November 2010.

Part 2 – Change of director's interests in contracts

Detail of contact	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If Consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change.	N/A