

27 September 2010

Company Announcements  
Platform  
ASX Limited  
Level 4, 20 Bridge Street  
Sydney NSW 2000

Dear Sir/Madam

**Brookfield Infrastructure Partners L.P. - Takeover bid for Prime Infrastructure (ASX: PIH)**

We enclose:

- a copy of the bidder's statement of Brookfield Infrastructure Partners L.P. ("**BIP**") ("**Bidder's Statement**") in accordance with section 633(1) item 5 of the Corporations Act; and
- a copy of the target's statement of Prime Infrastructure (ASX: PIH) ("**Target's Statement**") in accordance with section 633(1) item 14 of the Corporations Act,

in relation to BIP's off-market takeover bid for all of the stapled securities in Prime Infrastructure ("**Takeover Offer**"), together with all other documents that will be sent to Prime Infrastructure securityholders with those documents.

The Takeover Offer is conditional on the Schemes to effect the proposed merger of Prime Infrastructure and BIP not becoming effective.

For the purposes of sections 633(2) and 633(4) of the Corporations Act, BIP gives notice that it has set the date for determining the people to whom information is to be sent under items 6 and 12 of section 633(1) of the Corporations Act as 7.00pm on Tuesday, 28 September 2010.

The documentation for the Takeover Offer will be mailed to Prime Infrastructure securityholders along with the Scheme Booklet in the week commencing 4 October 2010, with the Scheme Meetings and Prime Infrastructure's AGM to be held on 4 November 2010.

For ease of reference, this announcement encloses all documentation to be sent to Prime Infrastructure Securityholders in connection with the Schemes and the Takeover Offer as follows:

1. Joint cover letter from BIP and Prime Infrastructure.
2. Bidder's Statement and Target's Statement.
3. Scheme Booklet.

The Bidder's Statement and Target's Statement were lodged with the Australian Securities & Investments Commission earlier today.

Yours faithfully

Prime Infrastructure

Brookfield Infrastructure Partners L.P.