UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the date of November 7, 2016

Commission File Number: 001-33632

BROOKFIELD INFRASTRUCTURE PARTNERS L.P.
(Exact name of registrant as specified in its charter)

73 Front Street
Fifth Floor Bermuda
Hamilton, HM 12,
Bermuda
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

The information contained in Exhibit 99.1 of this Form 6-K is incorporated by reference into the registrant's following registration statements on Form F-3: File No. 333-213263 and 333-167860.

The following document, which is attached as an exhibit hereto, is incorporated by reference herein:

Exhibit	Title
99.1	Brookfield Infrastructure Partners L.P.'s interim report for the quarter ended September 30, 2016
99.2	Certification of Samuel Pollock, Chief Executive Officer, Brookfield Infrastructure Group L.P., pursuant to Canadian law
99.3	Certification of Bahir Manios, Chief Financial Officer, Brookfield Infrastructure Group L.P., pursuant to Canadian law

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BROOKFIELD INFRASTRUCTURE PARTNERS L.P.
by its general partner, BROOKFIELD
INFRASTRUCTURE PARTNERS LIMITED

Date: November 7, 2016

By: */s/ William Cox*
Name: William Cox
Title: Director

Exhibit 99.1

Brookfield Infrastructure Partners L.P.

Interim Report Q3 2016

UNAUDITED INTERIM CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS

AS OF SEPTEMBER 30, 2016 AND DECEMBER 31, 2015 AND
FOR THE THREE AND NINE MONTH PERIODS ENDED SEPTEMBER 30, 2016 AND 2015

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Brookfield Infrastructure Partners L.P. (the "partnership" and together with its subsidiary and operating entities "Brookfield Infrastructure") owns and operates high quality, long-life assets that generate stable cash flows, require relatively minimal maintenance capital expenditures and, by virtue of barriers to entry or other characteristics, tend to appreciate in value over time. Our current operations consist of utility, transport, energy and communications infrastructure businesses in North and South America, Asia Pacific and Europe.

Brookfield Asset Management Inc. ("Brookfield") has an approximate 30% interest in Brookfield Infrastructure. Brookfield Infrastructure has appointed Brookfield as its Manager to provide certain management, administrative and advisory services, for a fee, under the Master Services Agreement.

BROOKFIELD INFRASTRUCTURE PARTNERS L.P.

UNAUDITED INTERIM CONDENSED AND CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

US$ MILLIONS, UNAUDITED	Notes	As of September 30, 2016	As of December 31, 2015
Assets			
Cash and cash equivalents	5	$ 441	$ 199
Financial assets	5	145	439
Accounts receivable and other	5	507	322
Inventory		76	13
Assets classified as held for sale	3	432	580
Current assets		1,601	1,553
Property, plant and equipment	6	8,677	7,632
Intangible assets	7	4,583	3,296
Investment in associates and joint ventures	8	4,245	2,973
Financial assets (non-current)	5	1,097	1,913
Goodwill	4	546	79
Other assets (non-current)		151	64
Investment properties		137	153
Deferred income tax assets		72	72
Total assets		$ 21,109	$ 17,735
Liabilities and Partnership Capital			
Liabilities			
Accounts payable and other	5	$ 814	$ 474
Non-recourse borrowings	5,9	255	302
Financial liabilities	5	147	159
Liabilities directly associated with assets classified as held for sale	3	179	275
Current liabilities		1,395	1,210
Corporate borrowings	5	1,511	1,380
Non-recourse borrowings (non-current)	5,9	7,034	5,550
Financial liabilities (non-current)	5	457	423
Other liabilities (non-current)		518	601
Deferred income tax liabilities		1,556	1,375
Preferred shares	5	20	20
Total liabilities		12,491	10,559
Partnership capital			
Limited partners	12	3,870	3,838
General partner	12	25	23
Non-controlling interest attributable to:			
Redeemable Partnership Units held by Brookfield	12	1,527	1,518
Interest of others in operating subsidiaries		2,821	1,608
Preferred unitholders	12	375	189
Total partnership capital		8,618	7,176
Total liabilities and partnership capital		$ 21,109	$ 17,735

The accompanying notes are an integral part of these financial statements.

BROOKFIELD INFRASTRUCTURE PARTNERS L.P.

UNAUDITED INTERIM CONDENSED AND CONSOLIDATED STATEMENTS OF OPERATING RESULTS

		For the three-month period ended September 30		For the nine-month period ended September 30	
US$ MILLIONS, UNAUDITED	**Notes**	**2016**	2015	**2016**	2015
Revenues		**$ 522**	$ 468	**$ 1,438**	$ 1,400
Direct operating costs		**(267)**	(199)	**(667)**	(599)
General and administrative expenses		**(45)**	(30)	**(122)**	(99)
Depreciation and amortization expense	**6,7**	**(126)**	(97)	**(334)**	(293)
		84	142	**315**	409
Interest expense		**(98)**	(90)	**(294)**	(273)
Share of earnings from investments in associates and joint ventures	**8**	**32**	18	**142**	55
Mark-to-market on hedging items	**5**	**(39)**	51	**1**	109
Other income	**4,5**	**109**	73	**171**	82
Income before income tax		**88**	194	**335**	382
Income tax (expense) recovery					
Current		**(8)**	(8)	**(20)**	(21)
Deferred		**23**	(3)	**35**	(4)
Net income		**$ 103**	$ 183	**$ 350**	$ 357
Attributable to:					
Limited partners		**$ 40**	$ 75	**$ 177**	$ 160
General partner		**22**	17	**62**	49
Non-controlling interest attributable to:					
Redeemable Partnership Units held by Brookfield		**16**	31	**73**	64
Interest of others in operating subsidiaries		**21**	59	**30**	82
Preferred unitholders		**4**	1	**8**	2
Basic and diluted earnings per limited partner unit	**12**	**$ 0.16**	$ 0.31	**$ 0.73**	$ 0.67

The accompanying notes are an integral part of these financial statements.

BROOKFIELD INFRASTRUCTURE PARTNERS L.P.

UNAUDITED INTERIM CONDENSED AND CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

US$ MILLIONS, UNAUDITED	Notes	For the three-month period ended September 30 2016	For the three-month period ended September 30 2015	For the nine-month period ended September 30 2016	For the nine-month period ended September 30 2015
Net income		**$ 103**	$ 183	**$ 350**	$ 357
Other comprehensive income (loss):					
Items that will not be reclassified subsequently to profit or loss:					
Taxes on revaluation of property, plant and equipment		**7**	—	**7**	—
Items that may be reclassified subsequently to profit or loss:					
Foreign currency translation		**(75)**	(552)	**181**	(916)
Cash flow hedges	**5**	**10**	(14)	**10**	(9)
Net investment hedges	**5**	**(19)**	92	**—**	79
Available-for-sale securities		**(20)**	(29)	**9**	(27)
Taxes on the above items		**2**	(5)	**14**	(10)
Equity accounted associates and joint ventures	**8**	**(4)**	13	**(17)**	13
		(106)	(495)	**197**	(870)
Total other comprehensive (loss) income		**(99)**	(495)	**204**	(870)
Comprehensive income (loss)		**$ 4**	$ (312)	**$ 554**	$ (513)
Attributable to:					
Limited partners		**$ (4)**	$ (178)	**$ 299**	$ (297)
General partner		**22**	15	**64**	46
Non-controlling interest attributable to:					
Redeemable Partnership Units held by Brookfield		**(2)**	(73)	**123**	(119)
Interest of others in operating subsidiaries		**(16)**	(77)	**60**	(145)
Preferred unitholders		**4**	1	**8**	2

The accompanying notes are an integral part of these financial statements.

BROOKFIELD INFRASTRUCTURE PARTNERS L.P.

UNAUDITED INTERIM CONDENSED AND CONSOLIDATED STATEMENTS OF PARTNERSHIP CAPITAL

	Limited Partners					General Partner				Non-Controlling Interest – Redeemable Partnership Units held by Brookfield							
THREE MONTH PERIOD ENDED SEPTEMBER 30, 2016 US$ MILLIONS, UNAUDITED	**Limited partners capital**	**Deficit**	**Ownership changes**	**Accumulated other comprehensive income[1]**	**Limited partners**	**General partner capital**	**Retained earnings**	**Accumulated other comprehensive income[1]**	**General partner**	**Redeemable Partnership Units held by Brookfield**	**Deficit**	**Ownership changes**	**Accumulated other comprehensive income[1]**	**Non-controlling Interest – Redeemable Partnership Units held by Brookfield**	**Non-controlling Interest – in operating subsidiaries**	**Preferred Unitholders Capital**	**Total partnership capital**
Balance as at June 30, 2016	$ 3,721	$ (509)	$ 127	$ 622	$ 3,961	$ 19	$ 1	$ 5	$ 25	$ 1,528	$ (223)	$ (18)	$ 281	$ 1,568	$ 2,320	$ 189	$ 8,063
Net income	—	40	—	—	40	—	22	—	22	—	16	—	—	16	21	4	103
Other comprehensive loss	—	—	—	(44)	(44)	—	—	—	—	—	—	—	(18)	(18)	(37)	—	(99)
Comprehensive income (loss)	—	40	—	(44)	(4)	—	22	—	22	—	16	—	(18)	(2)	(16)	4	4
Unit issuance	8	—	—	—	8	—	—	—	—	—	—	—	—	—	—	—	8
Partnership distributions[2]	—	(95)	—	—	(95)	—	(22)	—	(22)	—	(39)	—	—	(39)	—	(4)	(160)
Acquisition of interest[3]	—	—	—	—	—	—	—	—	—	—	—	—	—	—	573	—	573
Subsidiary distributions to non-controlling interest	—	—	—	—	—	—	—	—	—	—	—	—	—	—	(56)	—	(56)
Preferred units issued[4]	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	186	186
Balance as at September 30, 2016	$ 3,729	$ (564)	$ 127	$ 578	$ 3,870	$ 19	$ 1	$ 5	$ 25	$ 1,528	$ (246)	$ (18)	$ 263	$ 1,527	$ 2,821	$ 375	$ 8,618

1. *Refer to Note 14 Accumulated Other Comprehensive Income.*
2. *Refer to Note 13 Distributions.*
3. *Refer to Note 4 Acquisition of Businesses.*
4. *Refer to Note 12 Partnership Capital.*

	Limited Partners					General Partner				Non-Controlling Interest – Redeemable Partnership Units held by Brookfield							
THREE MONTH PERIOD ENDED SEPTEMBER 30, 2015 US$ MILLIONS, UNAUDITED	**Limited partners capital**	**Deficit**	**Ownership changes**	**Accumulated other comprehensive income[1]**	**Limited partners**	**General partner capital**	**Deficit**	**Accumulated other comprehensive income[1]**	**General partner**	**Redeemable Partnership Units held by Brookfield**	**Deficit**	**Ownership changes**	**Accumulated other comprehensive income[1]**	**Non-controlling Interest – Redeemable Partnership Units held by Brookfield**	**Non-controlling Interest – in operating subsidiaries**	**Preferred Unitholders Capital**	**Total partnership capital**
Balance as at June 30, 2015	$ 3,777	$ (475)	$ 116	$ 446	$ 3,864	$ 19	$ (1)	$ 4	$ 22	$ 1,528	$ (209)	$ (9)	$ 209	$ 1,519	$ 1,410	$ 96	$ 6,911
Net income	—	75	—	—	75	—	17	—	17	—	31	—	—	31	59	1	183
Other comprehensive loss	—	—	—	(253)	(253)	—	—	(2)	(2)	—	—	—	(104)	(104)	(136)	—	(495)
Comprehensive income (loss)	—	75	—	(253)	(178)	—	17	(2)	15	—	31	—	(104)	(73)	(77)	1	(312)
Unit issuance	3	—	—	—	3	—	—	—	—	—	—	—	—	—	—	—	3
Unit repurchases	(61)	—	—	—	(61)	—	—	—	—	—	—	—	—	—	—	—	(61)
Partnership distributions[2]	—	(87)	—	—	(87)	—	(17)	—	(17)	—	(35)	—	—	(35)	—	(1)	(140)
Acquisition of interest[3]	—	—	—	—	—	—	—	—	—	—	—	—	—	—	36	—	36
Disposition of interest	—	8	—	(9)	(1)	—	—	—	—	—	3	—	(3)	—	(97)	—	(98)
Subsidiary distributions to non-controlling interest	—	—	—	—	—	—	—	—	—	—	—	—	—	—	(34)	—	(34)
Other items	—	1	10	(1)	10	—	—	—	—	—	(1)	(10)	1	(10)	—	—	—
Balance as at September 30, 2015	$ 3,719	$ (478)	$ 126	$ 183	$ 3,550	$ 19	$ (1)	$ 2	$ 20	$ 1,528	$ (211)	$ (19)	$ 103	$ 1,401	$ 1,238	$ 96	$ 6,305

1. *Refer to Note 14 Accumulated Other Comprehensive Income.*
2. *Refer to Note 13 Distributions.*
3. *Refer to Note 4 Acquisition of Businesses.*

The accompanying notes are an integral part of these financial statements.

BROOKFIELD INFRASTRUCTURE PARTNERS L.P.

UNAUDITED INTERIM CONDENSED AND CONSOLIDATED STATEMENTS OF PARTNERSHIP CAPITAL

	Limited Partners					General Partner				Non-Controlling Interest – Redeemable Partnership Units held by Brookfield							
NINE MONTH PERIOD ENDED SEPTEMBER 30, 2016 US$ MILLIONS, UNAUDITED	**Limited partners capital**	**Deficit**	**Ownership changes**	**Accumulated other comprehensive income(1)**	**Limited partners**	**General partner capital**	**Retained earnings**	**Accumulated other comprehensive income(1)**	**General partner**	**Redeemable Partnership Units held by Brookfield**	**Deficit**	**Ownership changes**	**Accumulated other comprehensive income(1)**	**Non-controlling Interest – Redeemable Partnership Units held by Brookfield**	**Non-controlling Interest – in operating subsidiaries**	**Preferred Unitholders Capital**	**Total partnership capital**
Balance as at January 1, 2016	**$ 3,716**	**$ (559)**	**$ 126**	**$ 555**	**$ 3,838**	**$ 19**	**$ —**	**$ 4**	**$ 23**	**$ 1,528**	**$ (245)**	**$ (19)**	**$ 254**	**$ 1,518**	**$ 1,608**	**$ 189**	**$ 7,176**
Net income	—	177	—	—	**177**	—	62	—	**62**	—	73	—	—	**73**	**30**	**8**	**350**
Other comprehensive income	—	—	—	122	**122**	—	—	2	**2**	—	—	—	50	**50**	**30**	**—**	**204**
Comprehensive income	—	177	—	122	**299**	—	62	2	**64**	—	73	—	50	**123**	**60**	**8**	**554**
Unit issuance	19	—	—	—	**19**	—	—	—	—	—	—	—	—	—	—	—	**19**
Unit repurchases(2)	(6)	—	—	—	**(6)**	—	—	—	—	—	—	—	—	—	—	—	**(6)**
Partnership distributions(3)	—	(281)	—	—	**(281)**	—	(62)	—	**(62)**	—	(115)	—	—	**(115)**	—	**(8)**	**(466)**
Acquisition of interest(4)	—	—	—	—	—	—	—	—	—	—	—	—	—	—	**1,264**	—	**1,264**
Disposition of interest	—	—	—	—	—	—	—	—	—	—	—	—	—	—	**(24)**	—	**(24)**
Subsidiary distributions to non-controlling interest	—	—	—	—	—	—	—	—	—	—	—	—	—	—	**(94)**	—	**(94)**
Preferred units issued(2)	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	**186**	**186**
Other items(5)	—	99	1	(99)	**1**	—	1	(1)	—	—	41	1	(41)	**1**	**7**	—	**9**
Balance as at September 30, 2016	**$ 3,729**	**$ (564)**	**$ 127**	**$ 578**	**$ 3,870**	**$ 19**	**$ 1**	**$ 5**	**$ 25**	**$ 1,528**	**$ (246)**	**$ (18)**	**$ 263**	**$ 1,527**	**$ 2,821**	**$ 375**	**$ 8,618**

1. *Refer to Note 14 Accumulated Other Comprehensive Income.*
2. *Refer to Note 12 Partnership Capital.*
3. *Refer to Note 13 Distributions.*
4. *Refer to Note 4 Acquisition of Businesses.*
5. *Refer to Note 3 Assets Classified as Held for Sale.*

	Limited Partners					General Partner				Non-Controlling Interest – Redeemable Partnership Units held by Brookfield							
NINE MONTH PERIOD ENDED SEPTEMBER 30, 2015 US$ MILLIONS, UNAUDITED	**Limited partners capital**	**Deficit**	**Ownership changes**	**Accumulated other comprehensive income(1)**	**Limited partners**	**General partner capital**	**Deficit**	**Accumulated other comprehensive income(1)**	**General partner**	**Redeemable Partnership Units held by Brookfield**	**Deficit**	**Ownership changes**	**Accumulated other comprehensive income(1)**	**Non-controlling Interest – Redeemable Partnership Units held by Brookfield**	**Non-controlling Interest – in operating subsidiaries**	**Preferred Unitholders Capital**	**Total partnership capital**
Balance as at January 1, 2015	$ 3,201	$ (400)	$ 77	$ 655	**$ 3,533**	$ 19	$ —	$ 5	**$ 24**	$ 1,178	$ (170)	$ 30	$ 283	**$ 1,321**	**$ 1,444**	**$ —**	**$ 6,322**
Net income	—	160	—	—	**160**	—	49	—	**49**	—	64	—	—	**64**	**82**	**2**	**357**
Other comprehensive loss	—	—	—	(457)	**(457)**	—	—	(3)	**(3)**	—	—	—	(183)	**(183)**	**(227)**	**—**	**(870)**
Comprehensive income (loss)	—	160	—	(457)	**(297)**	—	49	(3)	**46**	—	64	—	(183)	**(119)**	**(145)**	**2**	**(513)**
Unit issuance	579	—	—	—	**579**	—	—	—	—	350	—	—	—	**350**	—	—	**929**
Unit repurchases	(61)	—	—	—	**(61)**	—	—	—	—	—	—	—	—	—	—	—	**(61)**
Partnership distributions(3)	—	(252)	—	—	**(252)**	—	(50)	—	**(50)**	—	(102)	—	—	**(102)**	—	**(2)**	**(406)**
Acquisition of interest(4)	—	—	—	—	—	—	—	—	—	—	—	—	—	—	**107**	—	**107**
Disposition of interest	—	8	—	(9)	**(1)**	—	—	—	—	—	3	—	(3)	—	**(97)**	—	**(98)**
Subsidiary distributions to non-controlling interest	—	—	—	—	—	—	—	—	—	—	—	—	—	—	**(71)**	—	**(71)**
Preferred units issued(2)	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	**96**	**96**
Other items(2)	—	6	49	(6)	**49**	—	—	—	—	—	(6)	(49)	6	**(49)**	—	—	—
Balance as at September 30, 2015	$ 3,719	$ (478)	$ 126	$ 183	**$ 3,550**	$ 19	$ (1)	$ 2	**$ 20**	$ 1,528	$ (211)	$ (19)	$ 103	**$ 1,401**	**$ 1,238**	**$ 96**	**$ 6,305**

1. *Refer to Note 14 Accumulated Other Comprehensive Income.*
2. *Refer to Note 12 Partnership Capital.*
3. *Refer to Note 13 Distributions.*
4. *Refer to Note 4 Acquisition of Businesses.*

The accompanying notes are an integral part of these financial statements.

BROOKFIELD INFRASTRUCTURE PARTNERS L.P.

UNAUDITED INTERIM CONDENSED AND CONSOLIDATED STATEMENTS OF CASH FLOWS

US$ MILLIONS, UNAUDITED	Notes	For the three-month period ended September 30 2016	For the three-month period ended September 30 2015	For the nine-month period ended September 30 2016	For the nine-month period ended September 30 2015
Operating activities					
Net income		**$ 103**	$ 183	**$ 350**	$ 357
Adjusted for the following items:					
Earnings from investments in associates and joint ventures, net of distributions received	**8**	**(20)**	4	**(110)**	13
Depreciation and amortization expense	**6,7**	**126**	97	**334**	293
Mark-to-market on hedging items	**5**	**39**	(51)	**(1)**	(109)
Provisions and other items		**27**	(57)	**35**	8
Deferred tax (recovery) expense		**(23)**	3	**(35)**	4
Changes in non-cash working capital, net		**91**	2	**91**	(26)
Cash from operating activities		**343**	181	**664**	540
Investing Activities					
Acquisition of subsidiaries, net of cash acquired	**4**	**(219)**	(14)	**(539)**	(18)
Disposal of subsidiaries, net of cash disposed of	**3**	**—**	28	**127**	28
Acquisition of investments in associates	**8**	**(212)**	—	**(716)**	(550)
Purchase of long lived assets	**6,7**	**(173)**	(160)	**(467)**	(382)
Sale of long lived assets	**6,7**	**—**	7	**2**	9
Purchase of financial assets		**(14)**	(5)	**(49)**	(201)
Sale of financial assets		**450**	5	**478**	159
Net settlement of foreign exchange hedging items		**79**	(4)	**109**	193
Cash used by investing activities		**(89)**	(143)	**(1,055)**	(762)
Financing Activities					
Distributions to general partner	**13**	**(22)**	(17)	**(62)**	(50)
Distributions to other unitholders	**13**	**(138)**	(123)	**(404)**	(356)
Subsidiary distributions to non-controlling interest		**(56)**	(34)	**(94)**	(71)
Capital provided by non-controlling interest	**4**	**439**	22	**796**	93
Capital provided to non-controlling interest		**—**	—	**(18)**	—
Proceeds from corporate borrowings		**—**	—	**—**	360
Proceeds from corporate credit facility		**869**	—	**2,284**	417
Repayment of corporate credit facility		**(1,582)**	—	**(2,199)**	(662)
Proceeds from subsidiary borrowings	**9**	**157**	211	**752**	245
Repayment of subsidiary borrowings	**9**	**(48)**	(97)	**(588)**	(265)
Repayment of other financing activities		**—**	—	**(38)**	(38)
Preferred units issued	**12**	**186**	—	**186**	96
Partnership units issued	**12**	**8**	3	**19**	929
Partnership units repurchased	**12**	**—**	(61)	**(6)**	(61)
Cash (used by) from financing activities		**(187)**	(96)	**628**	637
Cash and cash equivalents					
Change during the period		**67**	(58)	**237**	415
Impact of foreign exchange on cash		**(4)**	(17)	**5**	(27)
Balance, beginning of period		**378**	652	**199**	189
Balance, end of period		**$ 441**	$ 577	**$ 441**	$ 577

The accompanying notes are an integral part of these financial statements.

1. ORGANIZATION AND DESCRIPTION OF THE BUSINESS

Brookfield Infrastructure Partners L.P. ("the partnership") owns and operates utility, transport, energy and communications infrastructure businesses in North and South America, Europe and the Asia Pacific region. The partnership was formed as a limited partnership established under the laws of Bermuda, pursuant to a limited partnership agreement dated May 17, 2007, as amended and restated. The partnership is a subsidiary of Brookfield Asset Management Inc. ("Brookfield"). The partnership's units are listed on the New York Stock Exchange and the Toronto Stock Exchange under the symbols "BIP" and "BIP.UN," respectively. Our cumulative Class A preferred limited partnership units, Series 1, Series 3 and Series 5 are listed on the Toronto Stock Exchange under the symbols "BIP A", "BIP B" and "BIP C," respectively. The partnership's registered office is 73 Front Street, Hamilton, HM12, Bermuda.

In these notes to the interim condensed and consolidated financial statements, references to "units" are to the limited partnership units in our partnership other than the preferred units, references to our "preferred units" are to preferred limited partnership units in our partnership and references to our "unitholders" and "preferred unitholders" are to the holders of our units and preferred units, respectively.

2. SUMMARY OF ACCOUNTING POLICIES

a) Statement of compliance

These interim condensed and consolidated financial statements of the partnership and its subsidiaries (together "Brookfield Infrastructure") have been prepared in accordance with International Accounting Standard 34, *Interim Financial Reporting,* ("IAS 34") as issued by the International Accounting Standards Board ("IASB") and using the accounting policies Brookfield Infrastructure applied in its consolidated financial statements as of and for the year ended December 31, 2015, other than the recently adopted amendments described below. The accounting policies the partnership applied in its annual consolidated financial statements as of and for the year ended December 31, 2015 are disclosed in Note 3 of such financial statements, with which reference should be made in reading these interim condensed and consolidated financial statements.

These interim condensed and consolidated financial statements were authorized for issuance by the Board of Directors of the partnership on November 7, 2016.

b) Recently adopted accounting standard amendments

Brookfield Infrastructure applied, for the first time, certain amendments to Standards applicable to Brookfield Infrastructure that became effective January 1, 2016. The impact of adopting these amendments on the partnership's accounting policies and disclosures are as follows:

IAS 16 Property, Plant, and Equipment ("IAS 16") and IAS 38 Intangible Assets ("IAS 38")

IAS 16, Property, Plant, and Equipment ("IAS 16") and IAS 38, Intangible Assets ("IAS 38") were both amended by the IASB as a result of clarifying the appropriate amortization method for intangible assets of service concession arrangements under IFRIC 12, Service Concession Arrangements ("SCAs"). The IASB determined that the issue does not only relate to SCAs but all tangible and intangible assets that have finite useful lives. Amendments to IAS 16 prohibit entities from using a revenue based depreciation method for items of property, plant, and equipment. Similarly, the amendment to IAS 38 introduces a rebuttable presumption that revenue is not an appropriate basis for amortization of an intangible asset, with only limited circumstances where the presumption can be rebutted. Guidance is also introduced to explain that expected future reductions in selling prices could be indicative of a reduction of the future economic benefits embodied in an asset. Amendments to IAS 16 and IAS 38 were applied prospectively resulting in no material impact on Brookfield Infrastructure's interim condensed and consolidated financial statements.

c) Standards issued but not yet adopted

IFRS 15 Revenue from Contracts with Customers ("IFRS 15")

IFRS 15 specifies how and when revenue should be recognized as well as requiring more informative and relevant disclosures. The Standard supersedes IAS 18, *Revenue*, IAS 11, *Construction Contracts* and a number of revenue-related interpretations. IFRS 15 applies to nearly all contracts with customers: the main exceptions are leases, financial instruments and insurance contracts. IFRS 15 must be applied for periods beginning on or after January 1, 2018 with early application permitted. Brookfield Infrastructure is currently evaluating the impact of IFRS 15 on its consolidated financial statements.

IFRS 9 Financial Instruments ("IFRS 9")

In July 2014, the IASB issued the final publication of the IFRS 9 standard, superseding the current IAS 39, *Financial Instruments: Recognition and Measurement* standard. This standard establishes principles for the financial reporting of financial assets and financial liabilities that will present relevant and useful information to users of financial statements for their assessment of the amounts, timing and uncertainty of an entity's future cash flows. This new standard also includes a new general hedge accounting standard which will align hedge accounting more closely with an entity's risk management activities. It does not fully change the types of hedging relationships or the requirement to measure and recognize ineffectiveness, however, it will provide more hedging strategies that are used for risk management to qualify for hedge accounting and introduce more judgment to assess the effectiveness of a hedging relationship. The standard has a mandatory effective date for annual periods beginning on or after January 1, 2018, with early adoption permitted. Brookfield Infrastructure is currently evaluating the impact of IFRS 9 on its consolidated financial statements.

IFRS 16 Leases ("IFRS 16")

The IASB has published a new standard, IFRS 16. The new standard brings most leases on balance sheet for lessees under a single model, eliminating the distinction between operating and finance leases. Lessor accounting however remains largely unchanged and the distinction between operating and finance leases is retained. IFRS 16 supersedes IAS 17, *Leases* and related interpretations and is effective for periods beginning on or after January 1, 2019, with earlier adoption permitted if IFRS 15 has also been applied. Brookfield Infrastructure is currently evaluating the impact of IFRS 16 on its consolidated financial statements.

3. ASSETS CLASSIFIED AS HELD FOR SALE

a) Ontario electricity transmission operation

In October 2016, Brookfield Infrastructure completed the sale of its 100% interest in its Ontario electricity transmission operation to a third party for net proceeds of $160 million. As the property, plant and equipment of the Ontario electricity transmission operation are revalued to fair market value in accordance with IAS 16, Property, Plant & Equipment, the net proceeds received will approximate the carrying value of the business and therefore no gain or loss on disposition will be recorded. As a result of the disposition, accumulated revaluation surplus of $107 million post-tax will be reclassified from accumulated other comprehensive income directly to retained earnings and recorded within Other items on the Consolidated Statements of Partnership Capital during the fourth quarter of 2016. The Ontario electricity transmission operation was reported as a wholly owned subsidiary on the Consolidated Statement of Financial Position until the fourth quarter of 2015 and has since been classified as held for sale.

b) European energy distribution operation

In May 2016, Brookfield Infrastructure completed the sale of its 100% interest in its European energy distribution operation to a third party for net proceeds of $127 million. As the property, plant and equipment of the European energy distribution operation were revalued to fair market value in accordance with IAS 16, *Property, Plant & Equipment,* the net proceeds received approximated the carrying value of the business and therefore no gain or loss on disposition was recorded. As a result of the disposition, accumulated revaluation surplus of $141 million post-tax was reclassified from accumulated other comprehensive income directly to retained earnings and recorded within Other items on the Consolidated Statements of Partnership Capital. The European energy distribution operation was reported as a wholly owned subsidiary on the Consolidated Statement of Financial Position until the fourth quarter of 2015 and was subsequently classified as held for sale until the date of disposition.

The following table presents the assets and liabilities that are classified as held for sale as of September 30, 2016 and December 31, 2015:

US$ MILLIONS	September 30, 2016	December 31, 2015
Assets		
Cash and cash equivalents	**$ 5**	$ 8
Accounts receivable and other[1]	**23**	41
Equity accounted investments[2]	**115**	—
Property, plant and equipment	**289**	531
Assets classified as held for sale	**$ 432**	$ 580
Liabilities		
Accounts payable and other	**$ 10**	$ 29
Non-recourse borrowings[2]	**169**	203
Financial liabilities	**—**	20
Deferred income tax liability	**—**	23
Liabilities directly associated with assets classified as held for sale	**$ 179**	$ 275

1. *Includes $20 million of property which was not sold in conjunction with the disposition of our European energy distribution operation. A sale process is in progress with a plan to sell these properties within the next 12 months.*
2. *Includes $115 million of equity accounted investments and $57 million of non-recourse borrowings related to a non-core business acquired as part of the acquisition of the Australian ports business during the third quarter of 2016. Refer to Note 4 Acquisition of Businesses.*

4. ACQUISITION OF BUSINESSES

a) Acquisition of Australian ports business

On August 18, 2016, Brookfield Infrastructure expanded its ports business to Australia as it acquired an effective 27% interest in Linx Cargo Care ("Linx") through a Brookfield-sponsored Infrastructure fund, along with institutional partners (the "consortium") for total consideration of $150 million, comprising of $18 million in cash and a portion of the partnership's previously existing interest in shares of Asciano Limited with an acquisition date fair value of $132 million (consortium total consideration of $68 million cash and $442 million in fair value of shares, funded through the partnership). Concurrently, Brookfield Infrastructure entered into a voting agreement with an affiliate of Brookfield, providing Brookfield Infrastructure the right to direct the relevant activities of the entity, thereby providing Brookfield Infrastructure with control. Accordingly, Brookfield Infrastructure consolidated the entity effective August 18, 2016. Acquisition costs of $17 million were recorded as Other expenses within the interim condensed and consolidated Statement of Operating Results in the third quarter of 2016.

Consideration transferred

US$ MILLIONS	
Cash	**$ 18**
Common shares of Asciano Limited	**132**
Total consideration	**$150**

Fair value of assets and liabilities acquired as of August 18, 2016 (provisional)[1]

US$ MILLIONS	
Cash and cash equivalents	**$ 12**
Accounts receivable and other	**162**
Assets classified as held for sale[2]	**115**
Property, plant and equipment	**257**
Intangible assets	**62**
Goodwill	**240**
Liabilities directly associated with assets classified as held for sale[2]	**(57)**
Deferred income tax and other liabilities	**(99)**
Non-recourse borrowings	**(182)**
Net assets acquired before non-controlling interest	**510**
Non-controlling interest[3]	**(360)**
Net assets acquired	**$ 150**

1. *The fair values of all acquired assets and liabilities for this operation have been determined on a provisional basis, pending finalization of the determination of the fair values of the acquired net assets.*
2. *Refer to Note 3 Assets Classified as Held for Sale.*
3. *Non-controlling interest represents the interest not acquired by Brookfield Infrastructure, measured at fair value at the acquisition date.*

Upon acquisition of the Australian ports business by Brookfield Infrastructure, a deferred tax liability of $18 million was recorded. The deferred income tax liability arose because tax bases of the net assets acquired were significantly lower than their fair values. The inclusion of this liability in the net book value of the acquired business gave rise to goodwill of $18 million, which is recoverable so long as the tax circumstances that gave rise to the goodwill do not change. To date, no such changes have occurred. None of the goodwill recognized is deductible for income tax purposes.

The additional $222 million of goodwill recorded on acquisition represents expected growth arising from the business' position as an incumbent in a fragmented bulk port services industry. None of the goodwill recognized is expected to be deductible for income tax purposes.

During the three and nine month periods ended September 30, 2016 the Australian ports business contributed revenues of $60 million and net income of $1 million.

b) Acquisition of North American gas storage business

On July 19, 2016, Brookfield Infrastructure expanded its gas storage business as it acquired an effective 40% interest in Niska Gas Storage ("Niska") for consideration of $227 million through a Brookfield sponsored partnership. The consideration is comprised of $141 million of Niska senior notes ("Senior notes") currently owned by Brookfield Infrastructure, which Brookfield Infrastructure paid $104 million to acquire, $19 million of a working capital credit facility provided to Niska by Brookfield Infrastructure prior to the acquisition date, and cash of $67 million (fund total of $170 million cash, $357 million in fair value of the Senior notes and $48 million of a working capital facility, funded through the partnership). Concurrently, Brookfield Infrastructure entered into a voting agreement with an affiliate of Brookfield, providing Brookfield Infrastructure the right to direct the relevant activities of the entity, thereby providing Brookfield Infrastructure with control. Accordingly, Brookfield Infrastructure consolidated the entity effective July 19, 2016. Acquisition costs of $11 million and a reclassification of $24 million of available for sale mark-to-market gains were recorded as Other expenses and income, respectively, within the interim condensed and consolidated Statement of Operating Results in the third quarter of 2016.

Consideration transferred

US$ MILLIONS	
Cash	**$ 67**
Senior notes[1]	**141**
Working capital credit facility	**19**
Total consideration	**$227**

1. *On the date of acquisition of the North American gas storage operation Brookfield Infrastructure held a pre-existing interest in the Senior notes of $117 million representing the original cost of $104 million and $13 million of income recorded as Other income on the interim condensed and consolidated Statement of Operating Results in prior periods. On the acquisition date, Brookfield Infrastructure recorded an additional $24 million of Other income on the interim condensed and consolidated Statement of Operating Results associated with the recycling of accumulated mark-to-market gains on revaluation of the Senior notes to par value.*

Fair value of assets and liabilities acquired as of July 19, 2016 (provisional)[1]

US$ MILLIONS	
Cash and cash equivalents	**$ 15**
Accounts receivable and other	**99**
Inventory	**39**
Property, plant and equipment	**825**
Goodwill	**82**
Deferred income tax and other liabilities	**(148)**
Non-recourse borrowings	**(337)**
Net assets acquired before non-controlling interest	**575**
Non-controlling interest[2]	**(348)**
Net assets acquired	**$ 227**

1. *The fair values of all acquired assets and liabilities for this operation have been determined on a provisional basis, pending finalization of the determination of the fair values of the acquired net assets.*
2. *Non-controlling interest represents the interest not acquired by Brookfield Infrastructure, measured at fair value at the acquisition date.*

Upon acquisition of the North American Gas Storage business by Brookfield Infrastructure, a deferred tax liability of $82 million was recorded. The deferred income tax liability arose because tax bases of the net assets acquired were significantly lower than their fair values. The inclusion of this liability in the net book value of the acquired business gave rise to goodwill of $82 million, which is recoverable so long as the tax circumstances that gave rise to the goodwill do not change. To date, no such changes have occurred. None of the goodwill recognized is deductible for income tax purposes.

During the three and nine month periods ended September 30, 2016 the North American Gas Storage business contributed revenues of $25 million and net income of $6 million.

c) Acquisition of Peruvian toll road business

On June 28, 2016, Brookfield Infrastructure expanded its toll road business to Peru as it acquired an effective 17% interest in Rutas de Lima S.A.C ("Rutas"), through a Brookfield-sponsored Infrastructure fund, for total consideration of $128 million, comprised of $118 million of cash (fund total of $400 million funded through the partnership) and an amount payable of $10 million (fund total of $30 million). Concurrently, Brookfield Infrastructure entered into a voting agreement with an affiliate of Brookfield, providing Brookfield Infrastructure the right to direct the relevant activities of the entity, thereby providing Brookfield Infrastructure with control. Accordingly, Brookfield Infrastructure consolidated the entity effective June 28, 2016. Acquisition costs of less than $1 million were recorded as Other expenses within the interim condensed and consolidated Statement of Operating Results in the second quarter of 2016.

Consideration transferred

US$ MILLIONS	
Cash	$118
Consideration payable[1]	10
Total consideration	**$128**

Fair value of assets and liabilities acquired as of June 28, 2016 (provisional)[2]

US$ MILLIONS	
Cash and cash equivalents[3]	$ 115
Accounts receivable and other	121
Property, plant and equipment	6
Intangible assets[4]	973
Goodwill	139
Deferred income tax and other liabilities	(160)
Non-recourse borrowings	(441)
Net assets acquired before non-controlling interest	753
Non-controlling interest[5]	(625)
Net assets acquired	$ 128

1. *The purchase price is payable in a series of four payments, one on the date of acquisition as well as three equal payments made 18 months, 27 months and 36 months subsequent to this date and consequently an amount payable of $10 million is recorded as a financial liability within the consolidated statements of financial position as at September 30, 2016.*
2. *The fair value of all acquired assets and liabilities for this operation have been determined on a provisional basis, pending finalization of the determination of the fair values of the acquired net assets.*
3. *Includes $114 million of restricted cash primarily related to toll road construction obligations.*
4. *A 30 year Peruvian toll road service concession agreement with 27 years remaining in its term. The agreement obligates Rutas to maintain the toll roads to an acceptable standard in exchange for the ability to charge regulated tariffs to the users of the toll road.*
5. *Non-controlling interest represents the interest not acquired by Brookfield Infrastructure, measured at fair value at the acquisition date.*

Upon acquisition of the Peruvian toll road business by Brookfield Infrastructure, a deferred tax liability of $139 million was recorded. The deferred income tax liability arose because tax bases of the net assets acquired were significantly lower than their fair values. The inclusion of this liability in the net book value of the acquired business gave rise to goodwill of $139 million, which is recoverable so long as the tax circumstances that gave rise to the goodwill do not change. To date, no such changes have occurred. None of the goodwill recognized is deductible for income tax purposes.

During the three and nine month periods ended September 30, 2016 the Peruvian toll road business contributed revenues of $14 million and net income of $2 million.

d) Acquisition of Indian toll road business

On March 1, 2016, Brookfield Infrastructure expanded its toll road platform through the acquisition of a 40% effective interest in a toll road business in India from Gammon Infrastructure Projects Limited ("GIPL") for consideration of $42 million through a Brookfield-sponsored Infrastructure fund. Concurrently, Brookfield Infrastructure entered into a voting agreement with an affiliate of Brookfield, providing Brookfield Infrastructure the right to direct the relevant activities of the entity, thereby providing Brookfield Infrastructure with control. Accordingly, Brookfield Infrastructure consolidated the entity effective March 1, 2016. Acquisition costs of $2 million were recorded as Other expenses within the interim condensed and consolidated Statement of Operating Results in the first quarter of 2016.

Consideration transferred

US$ MILLIONS	
Cash	$42
Total consideration	**$42**

Fair value of assets and liabilities acquired as of March 1, 2016 (provisional)[(1)]

US$ MILLIONS	
Accounts receivable and other[(2)]	$ 41
Property, plant, and equipment	6
Financial assets	153
Intangible assets	147
Deferred income tax assets	14
Accounts payable and other	(50)
Non-recourse borrowings	(205)
Net assets acquired before non-controlling interest	106
Non-controlling interest[(3)]	(64)
Net assets acquired	$ 42

1. *The fair value of all acquired assets and liabilities for this operation have been determined on a provisional basis, pending finalization of the determination of the fair value of the acquired net assets.*
2. *Includes $22 million of restricted cash primarily relating to debt servicing requirements.*
3. *Non-controlling interest represents the interest not acquired by Brookfield Infrastructure, measured at fair value at the acquisition date which is equal to the consideration paid by the non-controlling interest.*

Upon acquisition of the Indian toll road business by Brookfield Infrastructure, a deferred tax asset of $14 million was recorded. Deferred tax assets arose from deductible temporary differences and are recognized to the extent that it is probable that there will be sufficient taxable income against which to utilize the benefits of the temporary differences and that they are expected to reverse in the foreseeable future.

During the three and nine month periods ended September 30, 2016 the Indian toll road business contributed revenues of $11 million and $29 million, respectively, and net losses of $2 million and $1 million, respectively.

e) Supplemental information

Had the acquisition of the Australian ports business, North American gas storage business and the Indian and Peruvian toll road businesses been effective January 1, 2016, the revenue and net income of Brookfield Infrastructure would have been $1,863 million and $377 million, respectively, for the nine month period ended September 30, 2016.

In determining the pro-forma revenue and net income attributable to the partnership, management has:

- Calculated depreciation of property, plant and equipment and intangible assets acquired on the basis of the fair values at the time of the business combination rather than the carrying amounts recognized in the pre-acquisition financial statements and;
- Based borrowing costs on the funding levels, credit ratings and debt and equity position of Brookfield Infrastructure after the business combination.

5. FAIR VALUE OF FINANCIAL INSTRUMENTS

The fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair values are determined by reference to quoted bid or ask prices, when available. Where bid and ask prices are unavailable, the closing price of the most recent transaction of that instrument is used. In the absence of an active market, fair values are determined based on prevailing market rates (bid and ask prices, as appropriate) for instruments with similar characteristics and risk profiles or internal or external valuation models, such as option pricing models and discounted cash flow analysis, using observable market inputs.

Fair values determined using valuation models require the use of assumptions concerning the amount and timing of estimated future cash flows and discount rates. In determining those assumptions, Brookfield Infrastructure looks primarily to external readily observable market inputs such as interest rate yield curves, currency rates and price and rate volatilities as applicable. The fair value of interest rate swap hedging items which form part of financing arrangements is calculated by way of discounted cash flows using market interest rates and applicable credit spreads.

Classification of Financial Instruments

Financial instruments classified as fair value through profit or loss are carried at fair value on the interim condensed and consolidated Statements of Financial Position. Changes in the fair values of financial instruments classified as fair value through profit or loss are recognized in profit or loss. Mark-to-market adjustments on hedging items for those in an effective hedging relationship and changes in the fair value of available-for-sale securities are recognized in other comprehensive income.

Carrying Value and Fair Value of Financial Instruments

The following table provides the allocation of financial instruments and their associated financial instrument classifications as at September 30, 2016:

US$ MILLIONS Financial Instrument Classification	FVTPL	Available-for-sale Securities	Loans & Receivables/ Other Liabilities	
MEASUREMENT BASIS	(Fair Value)	(Fair Value through OCI)	(Amortized Cost)	Total
Financial assets				
Cash and cash equivalents	$ —	$ —	$ 441	$ 441
Accounts receivable and other	—	—	507	507
Financial assets (current and non-current)[1]	768	13	458	1,239
Marketable securities[2]	—	3	—	3
Total	$ 768	$ 16	$ 1,406	$ 2,190
Financial liabilities				
Corporate borrowings	$ —	$ —	$ 1,511	$ 1,511
Non-recourse borrowings (current and non-current)	—	—	7,289	7,289
Accounts payable and other	—	—	814	814
Preferred shares[3]	—	—	20	20
Financial liabilities (current and non-current)[1]	604	—	—	604
Total	$ 604	$ —	$ 9,634	$ 10,238

1. *Derivative instruments which are elected for hedge accounting totaling $627 million are included in financial assets and $255 million of derivative instruments are included in financial liabilities.*
2. *In the first quarter of 2016, Brookfield Infrastructure earned a $27 million break fee, net of transactions costs, associated with the original scheme transaction for Asciano lapsing. Also during the first quarter of 2016, Brookfield Infrastructure received a $13 million dividend associated with its interest in Asciano. Both items have been recorded in Other income on the interim condensed and consolidated Statement of Operating Results in the first quarter of 2016.*
   During August, 2016, Brookfield Infrastructure, alongside institutional partners and a Brookfield sponsored infrastructure fund, and Qube Holdings Limited ("Qube"), along with its institutional partners, acquired all of the shares of Asciano Limited ("Asciano"), a port and rail logistics company in Australia.
   As part of this transaction Brookfield Infrastructure tendered its 20% interest in Asciano acquired in the fourth quarter of 2015. As a result of tendering its interest in Asciano, a gain of $123 million was recorded in Other income on the interim condensed and consolidated Statement of Operating Results during the third quarter of 2016, representing the reclassification of available for sale mark-to-market gains of $44 million and foreign exchange gains of $79 million.
3. *$20 million of preferred shares issued to wholly-owned subsidiaries of Brookfield.*

The following table provides the allocation of financial instruments and their associated financial instrument classifications as at December 31, 2015:

US$ MILLIONS **Financial Instrument Classification**	**FVTPL**	**Available-for-sale Securities**	**Loans & Receivables/ Other Liabilities**	
MEASUREMENT BASIS	**(Fair Value)**	**(Fair Value through OCI)**	**(Amortized Cost)**	**Total**
Financial assets				
Cash and cash equivalents	$ —	$ —	$ 199	$ 199
Accounts receivable and other	—	—	322	322
Financial assets (current and non-current)(1)	741	—	330	1,071
Marketable securities	—	1,281	—	1,281
Total	$ 741	$ 1,281	$ 851	$ 2,873
Financial liabilities				
Corporate borrowings	$ —	$ —	$ 1,380	$ 1,380
Non-recourse borrowings (current and non-current)	—	—	5,852	5,852
Accounts payable and other	—	—	474	474
Preferred shares(2)	—	—	20	20
Financial liabilities (current and non-current)(1)	582	—	—	582
Total	$ 582	$ —	$ 7,726	$ 8,308

1. *Derivative instruments which are elected for hedge accounting totaling $601 million are included in financial assets and $230 million of derivative instruments are included in financial liabilities.*
2. *$20 million of preferred shares issued to wholly-owned subsidiaries of Brookfield.*

The following table provides the carrying values and fair values of financial instruments as at September 30, 2016 and December 31, 2015:

	September 30, 2016		December 31, 2015	
US$ MILLIONS	**Carrying Value**	**Fair Value**	Carrying Value	Fair Value
Financial assets				
Cash and cash equivalents	**$ 441**	**$ 441**	$ 199	$ 199
Accounts receivable and other	**507**	**507**	322	322
Financial assets (current and non-current)	**1,239**	**1,239**	1,071	1,071
Marketable securities	**3**	**3**	1,281	1,281
Total	**$ 2,190**	**$ 2,190**	$ 2,873	$ 2,873
Financial liabilities				
Corporate borrowings(1)	**$ 1,511**	**$ 1,538**	$ 1,380	$ 1,386
Non-recourse borrowings(2)	**7,289**	**7,352**	5,852	6,093
Accounts payable and other financial liabilities	**814**	**814**	474	474
Preferred shares(3)	**20**	**20**	20	20
Financial liabilities (current and non-current)	**604**	**604**	582	582
Total	**$ 10,238**	**$ 10,328**	$ 8,308	$ 8,555

1. *Corporate borrowings are classified under level 1 of the fair value hierarchy as quoted prices in an active market are available.*
2. *Non recourse borrowings are classified under level 2 of the fair value hierarchy with the exception of certain borrowings at the UK port operation which are classified under level 1. For level 2 fair values, future cash flows are estimated based on observable forward interest rates at the end of the reporting period.*
3. *$20 million of preferred shares issued to wholly owned subsidiaries of Brookfield.*

Hedging Activities

Brookfield Infrastructure uses derivatives and non-derivative financial instruments to manage or maintain exposures to interest and currency risks. For certain derivatives which are used to manage exposures, Brookfield Infrastructure determines whether hedge accounting can be applied. When hedge accounting can be applied, a hedge relationship can be designated as a fair value hedge, cash flow hedge or a hedge of foreign currency exposure of a net investment in a foreign operation with a functional currency other than the U.S. dollar. To qualify for hedge accounting the derivative must be highly effective in accomplishing the objective of offsetting changes in the fair value or cash flows attributable to the hedged risk both at inception and over the life of the hedge. If it is determined that the derivative is not highly effective as a hedge, hedge accounting is discontinued prospectively.

Cash Flow Hedges

Brookfield Infrastructure uses interest rate swaps to hedge the variability in cash flows related to a variable rate asset or liability and highly probable forecasted issuances of debt. The settlement dates typically coincide with the dates on which the interest is payable on the underlying debt, and the amount accumulated in equity is reclassified to income or loss over the period that the floating rate interest payments on debt affect income or loss. For the three and nine months ended September 30, 2016, pre-tax net unrealized losses of $3 million and $3 million, respectively, (2015: losses of $14 million and $9 million respectively) were recorded in other comprehensive income (loss) for the effective portion of the cash flow hedges. As of September 30, 2016, there was a net derivative asset balance of $442 million relating to hedging items designated as cash flow hedges (December 31, 2015: $376 million asset).

Net Investment Hedges

Brookfield Infrastructure uses foreign exchange hedging items and foreign currency denominated debt instruments to manage its foreign currency exposures arising from net investments in foreign operations having a functional currency other than the U.S. dollar. For the three and nine months ended September 30, 2016, unrealized pre-tax net losses of $104 million and $73 million, respectively, (2015: $88 million gains and $122 million losses, respectively) were recorded in other comprehensive (loss) income for the effective portion of hedges of net investments in foreign operations. Further, for the three and nine months ended September 30, 2016, Brookfield Infrastructure recognized a $76 million gain and $64 million gain, respectively, (2015: $4 million gain and $201 million gain, respectively) in other comprehensive income (loss) related to the net settlement of foreign exchange hedging items. As of September 30, 2016, there was a net derivative liability balance of $70 million relating to hedging items designated as net investment hedges (December 31, 2015: $5 million liability).

Fair Value Hierarchical Levels

Fair value hierarchical levels are directly determined by the amount of subjectivity associated with the valuation inputs of these assets and liabilities, and are as follows:

- Level 1 – Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 – Inputs (other than quoted prices included in Level 1) are either directly or indirectly observable for the asset or liability through correlation with market data at the measurement date and for the duration of the instrument's anticipated life. Fair valued assets and liabilities that are included in this category are primarily certain hedging items, other financial assets carried at fair value in an inactive market.
- Level 3 – Inputs reflect management's best estimate of unobservable inputs that market participants would use in pricing the asset or liability at the measurement date. Consideration is given to the risk inherent in the valuation technique and the risk inherent in the inputs to determining the estimate.

Fair value of the partnership's financial assets and financial liabilities are measured at fair value on a recurring basis. The following table summarizes the valuation techniques and significant inputs for Brookfield Infrastructure's financial assets and financial liabilities:

US$ MILLIONS	Fair Value Hierarchy	September 30, 2016	December 31, 2015
Marketable securities	Level 1(1)	**$ 3**	$ 1,281
Foreign currency forward contracts	Level 2(2)		
Financial asset		**106**	111
Financial liability		**147**	48
Interest rate swaps & other	Level 2(2)		
Financial asset		**675**	630
Financial liability		**411**	488
Other contracts	Level 3(3)		
Financial liability		**46**	46

1. *Valuation technique: Quoted bid prices in an active market.*
2. *Valuation technique: Discounted cash flow. Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contract forward rates, discounted at a rate that reflects the issuer's or counterparty's credit risk.*
3. *Valuation technique: Discounted cash flow. Future cash flows primarily driven by the operating performance of a certain subsidiary and the use of assumptions concerning the amount and timing of estimated future cash flows and discount rates.*

Assets and liabilities measured at fair value on a recurring basis include $784 million (2015: $2,022 million) of financial assets and $604 million (2015: $582 million) of financial liabilities which are measured at fair value using valuation inputs based on management's best estimates or observable prices, when available. During the three and nine months ended September 30, 2016 and 2015, no transfers were made between level 1 and level 2 or level 2 and level 3. The following table categorizes financial assets and liabilities, which are carried at fair value, based upon the level of input.

	September 30, 2016			December 31, 2015		
US$ MILLIONS	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial assets						
Marketable securities	**$ 3**	**$ —**	**$ —**	$1,281	$ —	$ —
Financial assets (current and non-current)(1)	**—**	**781**	**—**	—	741	—
Financial liabilities						
Financial liabilities (current and non-current)(1)	**$ —**	**$ 558**	**$ 46**	$ —	$ 536	$ 46

1. *Level 1 financial assets relate to marketable securities. Level 2 financial assets and liabilities primarily relate to derivative instruments. Level 3 financial assets and liabilities primarily relate to contingent consideration associated with recent acquisitions.*

6. PROPERTY, PLANT AND EQUIPMENT

US$ MILLIONS	Utility Assets	Transport Assets	Energy Assets	Total Assets
Gross carrying amount:				
Balance at January 1, 2015	$ 3,123	$ 2,245	$ 1,661	$ 7,029
Additions, net of disposals and assets classified to held for sale	47	119	(89)	77
Acquisitions through business combinations	74	12	17	103
Net foreign currency exchange differences	(299)	(226)	(132)	(657)
Balance at December 31, 2015	$ 2,945	$ 2,150	$ 1,457	$ 6,552
Additions, net of disposals	**311**	**41**	**50**	**402**
Non-cash additions	**7**	**3**	**2**	**12**
Acquisitions through business combinations[1]	**—**	**269**	**825**	**1,094**
Net foreign currency exchange differences	**(282)**	**36**	**46**	**(200)**
Balance at September 30, 2016	**$ 2,981**	**$ 2,499**	**$ 2,380**	**$ 7,860**
Accumulated depreciation:				
Balance at January 1, 2015	$ (254)	$ (343)	$ (127)	$ (724)
Depreciation expense	(126)	(113)	(86)	(325)
Non-cash disposals	48	1	37	86
Net foreign currency exchange differences	41	37	17	95
Balance at December 31, 2015	$ (291)	$ (418)	$ (159)	$ (868)
Depreciation expense	**(97)**	**(91)**	**(74)**	**(262)**
Non-cash disposals	**6**	**4**	**—**	**10**
Net foreign currency exchange differences	**19**	**(7)**	**(11)**	**1**
Balance at September 30, 2016	**$ (363)**	**$ (512)**	**$ (244)**	**$ (1,119)**
Accumulated fair value adjustments:				
Balance at January 1, 2015	$ 768	$ 800	$ 211	$ 1,779
Fair value adjustments	392	62	192	646
Dispositions and assets reclassified to held for sale assets	(111)	—	(150)	(261)
Net foreign currency exchange differences	(104)	(85)	(27)	(216)
Balance at December 31, 2015	$ 945	$ 777	$ 226	$ 1,948
Net foreign currency exchange differences	**(45)**	**28**	**5**	**(12)**
Balance at September 30, 2016	**$ 900**	**$ 805**	**$ 231**	**$ 1,936**
Net book value:				
September 30, 2016	**$ 3,518**	**$ 2,792**	**$ 2,367**	**$ 8,677**
December 31, 2015	$ 3,599	$ 2,509	$ 1,524	$ 7,632

1. *Refer to Note 4 Acquisition of Businesses.*

7. INTANGIBLE ASSETS

US$ MILLIONS	As of September 30, 2016	As of December 31, 2015
Cost	**$ 4,845**	$ 3,485
Accumulated amortization	**(262)**	(189)
Total	**$ 4,583**	$ 3,296

Intangible assets are allocated to the following cash generating units:

US$ MILLIONS	As of September 30, 2016	As of December 31, 2015
Regulated terminal	**$ 1,934**	$ 1,840
Chilean toll roads	**1,085**	1,041
Peruvian toll roads	**994**	—
UK port operations	**278**	316
Indian toll roads	**147**	—
Other[1]	**145**	99
Total	**$ 4,583**	$ 3,296

1. *Other intangibles are comprised primarily of customer order backlogs, customer contracts and relationships.*

The following table presents the change in the balance of intangible assets:

US$ MILLIONS	For the nine-month period ended September 30, 2016
Cost at beginning of the period	**$ 3,485**
Additions through business combinations[1]	**1,182**
Additions, net of disposals	**63**
Foreign currency translation	**115**
Balance at September 30, 2016	**$ 4,845**

1. *Refer to Note 4, Acquisition of Businesses*

The following table presents the accumulated amortization for Brookfield Infrastructure's intangible assets:

US$ MILLIONS	For the nine-month period ended September 30, 2016
Accumulated amortization at beginning of period	**$ (189)**
Amortization	**(72)**
Foreign currency translation	**(1)**
Balance at September 30, 2016	**$ (262)**

8. INVESTMENTS IN ASSOCIATES AND JOINT VENTURES

The following table represents the reconciliation of the movement in the partnership's investments in associates and joint ventures:

US$ MILLIONS	For the nine-month period ended September 30, 2016	For the 12 month period ended December 31, 2015
Balance at beginning of period	**$ 2,973**	$ 2,412
Share of earnings for the period[1]	**142**	69
Foreign currency translation	**294**	(593)
Share of other reserves for the period – OCI	**(17)**	180
Distributions	**(32)**	(87)
Other items	**9**	—
Acquisitions, net of disposals[1],[2],[3]	**876**	681
Reclassification to asset held for sale[4]	**—**	311
Ending balance	**$ 4,245**	$ 2,973

1. *In May 2016, Brookfield Infrastructure, alongside an institutional investor and a partner in the business, executed a privatization of the Brazilian toll road operation. The privatization resulted in the partnership's ownership interest increasing from 31% to 39% in exchange for cash consideration of $73 million. Subsequent to the privatization, Brookfield Infrastructure, alongside an institutional partner, injected $239 million into the Brazilian toll road operation for growth capital expenditure requirements.*
2. *During April 2016, Brookfield Infrastructure and its partner in its North American gas transmission operation each injected $312 million into the business to pay down operating level debt.*
3. *During August 2016, Brookfield Infrastructure expanded its ports operations in Australia as it acquired an effective 13% interest in Patrick Terminals and Logistics ("Patrick") through a Brookfield-sponsored Infrastructure fund, alongside institutional partners (the "Consortium"), for total consideration of $202 million. The Consortium controls 50% of the voting rights of Patrick in a joint venture with Qube Holdings Limited ("Qube"), along with its institutional partners. Brookfield Infrastructure has significant influence through its position in the business. Accordingly, Brookfield Infrastructure equity accounts for the entity.*
4. *During the fourth quarter of 2015, Brookfield Infrastructure reached agreements with its partners to increase its interest in its North American natural gas transmission operation from 26.5% to 50.0% for a cash payment of $106 million and amendments to the governance terms of this arrangement. Due to the increase in ownership mentioned above, the partnership discontinued its plan to dispose of its interest in its North American natural gas transmission business. The North American natural gas transmission business, which had been reported as an asset held for sale with a carrying value of $311 million since the fourth quarter of 2014, was reclassified out of assets held for sale in the fourth quarter of 2015 and has since been accounted for as a joint venture.*

The following table represents the carrying value of the partnership's investments in associates and joint ventures:

	As of	
US$ MILLIONS	September 30, 2016	December 31, 2015
Brazilian toll road operation	**$ 1,356**	$ 759
North American natural gas transmission operation	**733**	425
South American transmission operation	**694**	651
European telecommunications infrastructure operation	**449**	437
Brazilian rail operation	**327**	261
Australian ports operation	**196**	—
Other associates[1]	**490**	440
Ending balance	**$ 4,245**	$ 2,973

1. *Other includes the partnership's European port operation, Texas electricity transmission project, North American west coast container terminal and Texas gas storage operation.*

The following table summarizes the aggregate balances of investments in associates on a 100% basis:

	As of	
US$ MILLIONS	September 30, 2016	December 31, 2015
Financial position:		
Total assets	**$ 33,450**	$ 27,948
Total liabilities	**(18,655)**	(16,517)
Net assets	**$ 14,795**	$ 11,431

US$ MILLIONS	For the three-month period ended September 30		For the nine-month period ended September 30	
	2016	2015	**2016**	2015
Financial performance:				
Total revenue	**$ 1,265**	$ 996	**$ 3,514**	$ 2,935
Total income for the period	**80**	76	**286**	238
Brookfield Infrastructure's share of net income	**$ 32**	$ 18	**$ 142**	$ 55

9. NON-RECOURSE BORROWINGS

US$ MILLIONS	As of	
	September 30, 2016	December 31, 2015
Current	**$ 255**	$ 302
Non-current	**7,034**	5,550
Total	**$ 7,289**	$ 5,852

Current non-recourse borrowings decreased by $47 million mainly due to a refinancing of maturing debt at our Australian regulated terminal operation during the second quarter of 2016. Non-recourse borrowings increased by $1,437 million due to the debt assumed in conjunction with the acquisitions of our Australian ports operation, North American gas storage business and our Indian and Peruvian toll road operations of $1,165 million, subsidiary borrowings net of repayments of $164 million for the nine months ended September 30, 2016 and a $108 million increase of foreign denominated debt balances.

10. SEGMENTED INFORMATION

IFRS 8, *Operating Segments*, requires operating segments to be determined based on internal reports that are regularly reviewed by the Executive Management and the Board of Directors for the purpose of allocating resources to the segment and to assessing its performance. Key measures used by the Chief Operating Decision Maker (''CODM'') in assessing performance and in making resource allocation decisions are funds from operations (''FFO'') and earnings before interest, tax, depreciation and amortization and other income (expenses) (''adjusted EBITDA''), which enable the determination of cash return on the equity deployed. FFO is calculated as net income excluding the impact of depreciation and amortization, deferred income taxes, breakage and transaction costs, non-cash valuation gains or losses and other items. Adjusted EBITDA is calculated as FFO excluding the impact of interest expense, cash taxes and other cash income (expenses).

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2016 US$ MILLIONS	Brookfield Infrastructure's Share						Contribution from investment in associates	Attributable to non-controlling interest	As per IFRS financials[1]
	Utilities	Transport	Energy	Comm. Infrastructure	Corporate & Other	Brookfield Infrastructure			
Revenues	**$ 180**	**$ 334**	**$ 123**	**$ 40**	**$ —**	**$ 677**	**$ (355)**	**$ 200**	**$ 522**
Costs attributed to revenues	**(49)**	**(172)**	**(59)**	**(17)**	**—**	**(297)**	**175**	**(145)**	**(267)**
General & administrative expenses	**—**	**—**	**—**	**—**	**(45)**	**(45)**	**—**	**—**	**(45)**
Adjusted EBITDA	**131**	**162**	**64**	**23**	**(45)**	**335**	**(180)**	**55**	
Other income (expense)	**2**	**(8)**	**2**	**—**	**20**	**16**	**7**	**2**	**25**
Interest expense	**(31)**	**(42)**	**(26)**	**(4)**	**(13)**	**(116)**	**51**	**(33)**	**(98)**
FFO	**102**	**112**	**40**	**19**	**(38)**	**235**	**(122)**	**24**	
Depreciation and amortization	**(38)**	**(69)**	**(32)**	**(19)**	**—**	**(158)**	**84**	**(52)**	**(126)**
Deferred taxes	**2**	**16**	**4**	**1**	**(5)**	**18**	**(5)**	**10**	**23**
Mark-to-market on hedging items and other	**(22)**	**(37)**	**(17)**	**—**	**59**	**(17)**	**11**	**43**	**37**
Share of earnings from associates	**—**	**—**	**—**	**—**	**—**	**—**	**32**	**—**	**32**
Net income attributable to non-controlling interest	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**(25)**	**(25)**
Net income (loss) attributable to partnership[2]	**$ 44**	**$ 22**	**$ (5)**	**$ 1**	**$ 16**	**$ 78**	**$ —**	**$ —**	**$ 78**

1. *The above table provides each segment's results in the format that management organizes its segments to make operating decisions and assess performance. Each segment is presented on a proportionate basis, taking into account Brookfield Infrastructure's ownership in operations accounted for using the consolidation and equity methods under IFRS. The above table reconciles Brookfield Infrastructure's proportionate results to the partnership's condensed and consolidated statements of operating results on a line by line basis by aggregating the components comprising the earnings from the partnership's investments in associates and reflecting the portion of each line item attributable to non-controlling interests.*
2. *Includes net income attributable to non-controlling interest – Redeemable Partnership Units held by Brookfield, general partner and limited partners.*

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2015 US$ MILLIONS	Brookfield Infrastructure's Share Utilities	Transport	Energy	Comm. Infrastructure	Corporate & Other	Brookfield Infrastructure	Contribution from investment in associates	Attributable to non-controlling interest	As per IFRS financials(1)
Revenues	$ 180	$ 286	$ 81	$ 40	—	$ 587	$ (268)	$ 149	$ 468
Costs attributed to revenues	(47)	(144)	(43)	(18)	—	(252)	138	(85)	(199)
General & administrative expenses	—	—	—	—	(30)	(30)	—	—	(30)
Adjusted EBITDA	133	142	38	22	(30)	305	(130)	64	
Other income (expense)	1	(4)	1	—	6	4	3	(5)	2
Interest expense	(35)	(35)	(20)	(2)	(7)	(99)	36	(27)	(90)
FFO	99	103	19	20	(31)	210	(91)	32	
Depreciation and amortization	(38)	(55)	(11)	(15)	—	(119)	52	(30)	(97)
Deferred taxes	(5)	4	3	4	5	11	(13)	(1)	(3)
Mark-to-market on hedging items and other	14	(17)	(13)	(7)	44	21	34	58	113
Share of earnings from associates	—	—	—	—	—	—	18	—	18
Net income attributable to non-controlling interest	—	—	—	—	—	—	—	(59)	(59)
Net income (loss) attributable to partnership(2)	$ 70	$ 35	$ (2)	$ 2	$ 18	$ 123	$ —	$ —	$ 123

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2016 US$ MILLIONS	Brookfield Infrastructure's Share Utilities	Transport	Energy	Comm. Infrastructure	Corporate & Other	Brookfield Infrastructure	Contribution from investment in associates	Attributable to non-controlling interest	As per IFRS financials(1)
Revenues	**$ 521**	**$ 894**	**$ 365**	**$ 123**	**$ —**	**$ 1,903**	**$ (959)**	**$ 494**	**$ 1,438**
Costs attributed to revenues	**(122)**	**(453)**	**(163)**	**(56)**	**—**	**(794)**	**475**	**(348)**	**(667)**
General & administrative expenses	**—**	**—**	**—**	**—**	**(122)**	**(122)**	**—**	**—**	**(122)**
Adjusted EBITDA	**399**	**441**	**202**	**67**	**(122)**	**987**	**(484)**	**146**	
Other income (expense)	**4**	**(17)**	**3**	**(1)**	**67**	**56**	**15**	**—**	**71**
Interest expense	**(101)**	**(116)**	**(82)**	**(9)**	**(36)**	**(344)**	**141**	**(91)**	**(294)**
FFO	**302**	**308**	**123**	**57**	**(91)**	**699**	**(328)**	**55**	
Depreciation and amortization	**(116)**	**(183)**	**(92)**	**(57)**	**—**	**(448)**	**237**	**(123)**	**(334)**
Deferred taxes	**(6)**	**22**	**9**	**7**	**(1)**	**31**	**(15)**	**19**	**35**
Mark-to-market on hedging items and other	**(67)**	**31**	**(25)**	**(4)**	**95**	**30**	**(36)**	**87**	**81**
Share of earnings from associates	**—**	**—**	**—**	**—**	**—**	**—**	**142**	**—**	**142**
Net income attributable to non-controlling interest	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**(38)**	**(38)**
Net income attributable to partnership(2)	**$ 113**	**$ 178**	**$ 15**	**$ 3**	**$ 3**	**$ 312**	**$ —**	**$ —**	**$ 312**

1. *The above table provides each segment's results in the format that management organizes its segments to make operating decisions and assess performance. Each segment is presented on a proportionate basis, taking into account Brookfield Infrastructure's ownership in operations accounted for using the consolidation and equity methods under IFRS. The above table reconciles Brookfield Infrastructure's proportionate results to the partnership's condensed and consolidated statements of operating results on a line by line basis by aggregating the components comprising the earnings from the partnership's investments in associates and reflecting the portion of each line item attributable to non-controlling interests.*
2. *Includes net income attributable to non-controlling interest – Redeemable Partnership Units held by Brookfield, general partner and limited partners.*

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2015 US$ MILLIONS	Brookfield Infrastructure's Share Utilities	Transport	Energy	Communications Infrastructure	Corporate & Other	Brookfield Infrastructure	Contribution from investment in associates	Attributable to non-controlling interest	As per IFRS financials[1]
Revenues	$ 520	$ 871	$ 259	$ 82	$ —	$ 1,732	$ (778)	$ 446	$ 1,400
Costs attributed to revenues	(129)	(447)	(135)	(38)	—	(749)	407	(257)	(599)
General & administrative expenses	—	—	—	—	(99)	(99)	—	—	(99)
Adjusted EBITDA	391	424	124	44	(99)	884	(371)	189	
Other income (expense)	3	(11)	2	—	21	15	8	(7)	16
Interest expense	(107)	(110)	(56)	(4)	(18)	(295)	107	(85)	(273)
FFO	287	303	70	40	(96)	604	(256)	97	
Depreciation and amortization	(115)	(165)	(33)	(31)	—	(344)	144	(93)	(293)
Deferred taxes	(21)	7	3	5	9	3	(14)	7	(4)
Mark-to-market on hedging items and other items	(1)	(40)	(23)	(7)	81	10	71	71	152
Share of earnings from associates	—	—	—	—	—	—	55	—	55
Net income attributable to non-controlling interest	—	—	—	—	—	—	—	(82)	(82)
Net income (loss) attributable to partnership[2]	$ 150	$ 105	$ 17	$ 7	$ (6)	$ 273	$ —	$ —	$ 273

Segment assets

For the purpose of monitoring segment performance and allocating resources between segments, Brookfield Infrastructure's Executive Management and Board of Directors monitor the assets, including investments accounted for using the equity method, attributable to each segment.

The following is an analysis of Brookfield Infrastructure's assets by operating segment for the periods under review:

AS AT SEPTEMBER 30, 2016 US$ MILLIONS	Total attributable to Brookfield Infrastructure Utilities	Transport	Energy	Communications Infrastructure	Corporate & Other	Brookfield Infrastructure	Contribution from investment in associates	Attributable to non-controlling interest	Working capital adjustment	As per IFRS financials[1]
Total assets	**$4,883**	**$ 6,231**	**$2,897**	**$ 856**	**$ (706)**	**$ 14,161**	**$ (3,035)**	**$ 6,419**	**$ 3,564**	**$ 21,109**

AS AT DECEMBER 31, 2015 US$ MILLIONS	Total attributable to Brookfield Infrastructure Utilities	Transport	Energy	Communications Infrastructure	Corporate & Other	Brookfield Infrastructure	Contribution from investment in associates	Attributable to non-controlling interest	Working capital adjustment	As per IFRS financials[1]
Total assets	$4,723	$ 5,338	$2,744	$ 824	$ (196)	$ 13,433	$ (3,795)	$ 4,298	$ 3,799	$ 17,735

1. *The above tables provide each segment's assets in the format that management organizes its segments to make operating decisions and assess performance. Each segment is presented on a proportionate basis, taking into account Brookfield Infrastructure's ownership in operations using consolidation and the equity method whereby the partnership either controls or exercises significant influence over the investment respectively. The above table reconciles Brookfield Infrastructure's proportionate assets to total assets presented on the partnership's consolidated statements of financial position by removing net liabilities contained within investments in associates and reflecting the assets attributable to non-controlling interests, and adjusting for working capital assets which are netted against working capital liabilities.*

11. SUBSIDIARY PUBLIC ISSUERS

Wholly owned subsidiaries of the partnership, Brookfield Infrastructure Finance ULC, Brookfield Infrastructure Finance LLC, Brookfield Infrastructure Finance Pty Ltd and Brookfield Infrastructure Finance Limited (collectively, the "Debt Issuers") and Brookfield Infrastructure Preferred Equity Inc. (collectively with the Debt Issuers, the "Issuers"), have filed a base shelf prospectus qualifying the distribution of debt securities and Class A preference shares in Canada. The Issuers may offer and sell these instruments in one or more issuances in the aggregate, of up to C$2 billion (or the equivalent in other currencies).

On October 30, 2015, the Debt Issuers issued C$500 million of medium term notes in the Canadian bond market in two tranches: C$125 million of three year notes maturing October 30, 2018 with a coupon of 3.0%; and C$375 million of five year notes maturing October 30, 2020 with a coupon of 3.5%. The three year and five year bonds were swapped into U.S. dollars on a matched maturity basis at an all in rate of 3.8%.

On March 11, 2015, the Debt Issuers issued C$450 million of medium term notes maturing March 11, 2022 in the Canadian bond market with a coupon of 3.5%, which was swapped into U.S. dollars on a matched maturity basis at an all in rate of 3.9%.

On October 10, 2012, the Debt Issuers issued C$400 million of medium term notes maturing October 10, 2017 in the Canadian bond market with a coupon of 3.5%, which was swapped into U.S. dollars on a matched maturity basis at an all in rate of 2.7%.

These notes are unconditionally guaranteed by the partnership, Brookfield Infrastructure LP (the "Holding LP"), and wholly owned subsidiaries, Brookfield Infrastructure Holdings (Canada) Inc., Brookfield Infrastructure US Holdings I Corporation and BIP Bermuda Holdings I Limited. Brookfield Infrastructure LLC, an indirectly wholly owned subsidiary of the Holding LP has also guaranteed the notes issued in October 2012.

The following tables set forth consolidated summary financial information for Brookfield Infrastructure and the Issuers:

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2016	**Brookfield Infrastructure[2]**	**The Issuers**	**Subsidiaries of the partnership other than the Issuers[3]**	**Consolidating adjustments[4]**	**Brookfield Infrastructure consolidated**
Revenues	**$ —**	**$ —**	**$ —**	**$ 522**	**$ 522**
Net income (loss) attributable to partnership[1]	**40**	**—**	**78**	**(40)**	**78**
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2015					
Revenues	$ —	$ —	$ —	$ 468	$ 468
Net income (loss) attributable to partnership[1]	75	—	123	(75)	123
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2016					
Revenues	**$ —**	**$ —**	**$ —**	**$ 1,438**	**$ 1,438**
Net income (loss) attributable to partnership[1]	**177**	**—**	**312**	**(177)**	**312**
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2015					
Revenues	$ —	$ —	$ —	$ 1,400	$ 1,400
Net income (loss) attributable to partnership[1]	160	—	273	(160)	273
AS AT SEPTEMBER 30, 2016					
Current assets	**$ —**	**$ 6**	**$ —**	**$ 1,595**	**$ 1,601**
Non-current assets	**4,196**	**307**	**5,455**	**9,550**	**19,508**
Current liabilities	**—**	**7**	**—**	**1,388**	**1,395**
Non-current liabilities	**—**	**1,031**	**—**	**10,065**	**11,096**
Non-controlling interests – Redeemable Partnership units held by Brookfield	**—**	**—**	**—**	**1,527**	**1,527**
Non-controlling interests – in operating subsidiaries	**—**	**—**	**—**	**2,821**	**2,821**
Preferred unitholders	**—**	**—**	**—**	**375**	**375**
AS AT DECEMBER 31, 2015					
Current assets	$ —	$ 3	$ —	$ 1,550	$ 1,553
Non-current assets	3,979	293	6,052	5,858	16,182
Current liabilities	—	5	—	1,205	1,210
Non-current liabilities	—	979	—	8,370	9,349
Non-controlling interests – Redeemable Partnership Units held by Brookfield	—	—	—	1,518	1,518
Non-controlling interests – in operating subsidiaries	—	—	—	1,608	1,608
Preferred unitholders	—	—	—	189	189

(1) Includes net income (loss) attributable to non controlling interest—Redeemable Partnership Units held by Brookfield, general partner and limited partners.

(2) Includes investments in all subsidiaries of the partnership under the equity method.

(3) Includes investments in all subsidiaries of the Holding LP, Brookfield Infrastructure Holdings (Canada) Inc., Brookfield Infrastructure US Holdings I Corporation, BIP Bermuda Holdings I Limited and Brookfield Infrastructure LLC under the equity method except for Brookfield Infrastructure US Holdings I Corporation's investment in Brookfield Infrastructure LLC, which is presented on a combined basis. Brookfield Infrastructure LLC is presented on a combined basis as it is a guarantor of the medium term notes issued in October 2012. As at September 30, 2016 and December 31, 2015 and for three and nine months ended September 30, 2016 and 2015, the presentation of Brookfield Infrastructure US Holdings I Corporation's investment in Brookfield Infrastructure LLC on a combined basis was equivalent to its presentation under the equity method.

(4) Includes elimination of intercompany transactions and adjustments necessary to present the partnership on a consolidated basis.

12. PARTNERSHIP CAPITAL

The partnership's capital structure is comprised of three classes of partnership units: limited partnership units, general partnership units and preferred limited partnership units. The Holding LP's capital structure is composed of four classes of partnership units: limited partnership units, managing general partnership units, Redeemable Partnership Units held by Brookfield and preferred limited partnership units.

On September 14, 2016, Brookfield Infrastructure completed a three-for-two unit split by way of a subdivision, whereby unitholders received an additional one-half of a unit for each unit held, resulting in the issuance of an additional 115 million units. Brookfield Infrastructure's preferred units were not affected by the unit split. All historical per unit disclosures have been adjusted to effect for the change in units due to the unit split.

a) General and Limited Partnership Capital

	General partnership units		Limited partnership units		Total	
UNITS MILLIONS	**As of and for the nine months ended September 30, 2016**	As of and for the 12 months ended Dec. 31, 2015	**As of and for the nine months ended September 30, 2016**	As of and for the 12 months ended Dec. 31, 2015	**As of and for the nine months ended September 30, 2016**	As of and for the 12 months ended Dec. 31, 2015
Opening balance	**1.6**	1.6	**243.2**	225.5	**244.8**	227.1
Issued for cash	**—**	—	**0.6**	20.2	**0.6**	20.2
Repurchased and cancelled	**—**	—	**(0.2)**	(2.5)	**(0.2)**	(2.5)
Ending balance	**1.6**	1.6	**243.6**	243.2	**245.2**	244.8

The weighted average number of general limited partnership units outstanding for the three and nine months ended September 30, 2016 was 1.6 million and 1.6 million, respectively (2015: 1.6 million and 1.6 million, respectively). The weighted average number of limited partnership units outstanding for the three and nine months ended September 30, 2016 was 243.4 million and 243.3 million, respectively (2015: 244.5 million and 237.5 million, respectively).

	General partner		Limited partners		Total	
US$ MILLIONS	**As of and for the nine months ended September 30, 2016**	As of and for the 12 months ended Dec. 31, 2015	**As of and for the nine months ended September 30, 2016**	As of and for the 12 months ended Dec. 31, 2015	**As of and for the nine months ended September 30, 2016**	As of and for the 12 months ended Dec. 31, 2015
Opening balance	**$ 19**	$ 19	**$ 3,716**	$ 3,201	**$ 3,735**	$ 3,220
Unit issuance	**—**	—	**19**	582	**19**	582
Repurchased and cancelled	**—**	—	**(6)**	(67)	**(6)**	(67)
Ending balance	**$ 19**	$ 19	**$ 3,729**	$ 3,716	**$ 3,748**	$ 3,735

During the nine months ended September 30, 2016, Brookfield Infrastructure repurchased and cancelled less than 1 million units for $6 million and incurred less than $1 million in commission costs.

The partnership has a distribution reinvestment plan (the "Plan") that allows eligible holders of the partnership to purchase additional units by reinvesting their cash distributions. Under the Plan, units are acquired at a price per unit calculated by reference to the volume weighted average of the trading price for our units on the New York Stock Exchange for the five trading days immediately preceding the relevant distribution date. During the nine month period ended September 30, 2016, the partnership issued less than 1 million units for proceeds of $19 million (2015: less than 1 million units for proceeds of $3 million) under the Plan.

In April 2015, Brookfield Infrastructure issued 20.0 million limited partnership units at $30 per unit under shelf registrations in the U.S. and Canada. In total, $600 million of gross proceeds were raised through the issuance and $24 million in equity issuance costs were incurred.

During the year ended December 31, 2015, Brookfield Infrastructure repurchased and cancelled 2.5 million units for $67 million and incurred less than $1 million in commission costs.

b) Non-controlling interest – Redeemable Partnership Units held by Brookfield

UNITS MILLIONS	Non-controlling interest – Redeemable Partnership Units held by Brookfield: As of and for the nine months ended September 30, 2016	As of and for the 12 months ended Dec. 31, 2015
Opening balance	**100.3**	88.1
Issued for cash	—	12.2
Ending balance	**100.3**	100.3

The weighted average number of Redeemable Partnership Units held by Brookfield outstanding for the three and nine month periods ending September 30, 2016 was 100.3 million (2015: 100.3 million and 95.7 million, respectively).

US$ MILLIONS	Non-controlling interest – Redeemable Partnership Units held by Brookfield: As of and for the nine months ended September 30, 2016	As of and for the 12 months ended Dec. 31, 2015
Opening balance	**$ 1,528**	$ 1,178
Unit issuance	—	350
Ending balance	**$ 1,528**	$ 1,528

In April 2015, Brookfield Infrastructure issued 12.2 million Redeemable Partnership Units to Brookfield for proceeds of $350 million.

c) Preferred Unitholders' Capital

UNITS MILLIONS	Preferred Units: As of and for the nine months ended September 30, 2016	As of and for the 12 months ended Dec. 31, 2015
Opening balance	**10.0**	—
Issued for cash	**10.0**	10.0
Ending balance	**20.0**	10.0

US$ MILLIONS	Preferred Unitholders: As of and for the nine months ended September 30, 2016	As of and for the 12 months ended Dec. 31, 2015
Opening balance	**$ 189**	$ —
Unit issuance	**186**	189
Ending balance	**$ 375**	$ 189

In August 2016, Brookfield Infrastructure issued ten million preferred limited partnership units at C$25 per unit with a fixed annual distribution of 5.35%, redeemable by Brookfield Infrastructure for a term of five years. In total, C$250 million or $190 million of gross proceeds were raised and $4 million in issuance costs were incurred.

In December 2015, Brookfield Infrastructure issued five million preferred limited partnership units at C$25 per unit with a fixed annual distribution of 5.50%, redeemable by Brookfield Infrastructure for a term of five years. In total, C$125 million or $95 million of gross proceeds were raised and $2 million in issuance costs were incurred.

In March 2015, Brookfield Infrastructure issued five million preferred limited partnership units at C$25 per unit with a fixed annual distribution of 4.5%, redeemable by Brookfield Infrastructure for a term of five years. In total, C$125 million or $100 million of gross proceeds were raised and $4 million in issuance costs were incurred.

13. DISTRIBUTIONS

For the three and nine months ended September 30, 2016, distributions to partnership unitholders were $135 million and $399 million, respectively, or $0.3933 per partnership unit (2015: $122 million and $356 million, respectively).

Additionally, incentive distributions were made to an affiliate of Brookfield, in its capacity as the special limited partner of the Holding LP, in the amount of $21 million and $59 million for the three and nine months ended September 30, 2016 ($17 million and $49 million, respectively, for the three and nine months ended September 30, 2015).

For the three and nine months ended September 30, 2016, the partnership declared distributions of $4 million and $8 million, respectively, or $0.20 per preferred unit (for the three and nine months ended September 30, 2015: $1 million and $2 million, respectively).

14. ACCUMULATED OTHER COMPREHENSIVE INCOME

a) Attributable to Limited Partners

US$ MILLIONS	Revaluation Surplus	Foreign currency translation	Net investment hedges	Cash flow hedges	Available-for-sale	Unrealized actuarial losses	Equity accounted investments	Accumulated other comprehensive income
Balance as at January 1, 2016	**$ 1,042**	**$ (889)**	**$ 99**	**$ (140)**	**$ (9)**	**$ (13)**	**$ 465**	**$ 555**
Other comprehensive income (loss)	**4**	**106**	**(1)**	**23**	**5**	**(1)**	**(14)**	**122**
Other items[1]	**(99)**	**—**	**—**	**—**	**—**	**—**	**—**	**(99)**
Balance as at September 30, 2016	**$ 947**	**$ (783)**	**$ 98**	**$ (117)**	**$ (4)**	**$ (14)**	**$ 451**	**$ 578**

1. *Refer to Note 3 Assets Classified as Held for Sale.*

US$ MILLIONS	Revaluation Surplus	Foreign currency translation	Net investment hedges	Cash flow hedges	Available-for-sale	Unrealized actuarial losses	Equity accounted investments	Accumulated other comprehensive income
Balance as at January 1, 2015	$ 812	$ (428)	$ 36	$ (96)	$ 14	$ (25)	$ 342	$ 655
Other comprehensive (loss) income	—	(478)	57	(27)	(19)	—	10	(457)
Other items[1]	(21)	11	(1)	1	—	(1)	(4)	(15)
Balance as at September 30, 2015	$ 791	$ (895)	$ 92	$ (122)	$ (5)	$ (26)	$ 348	$ 183

1. *Refer to Note 12 Partnership Capital.*

b) Attributable to General Partner

US$ MILLIONS	Revaluation Surplus	Foreign currency translation	Net investment hedges	Cash flow hedges	Available-for-sale	Unrealized actuarial losses	Equity accounted investments	Accumulated other comprehensive income
Balance as at January 1, 2016	**$ 7**	**$ (5)**	**$ 1**	**$ (1)**	**$ —**	**$ —**	**$ 2**	**$ 4**
Other comprehensive income	**—**	**1**	**1**	**—**	**—**	**—**	**—**	**2**
Other items[1]	**(1)**	**—**	**—**	**—**	**—**	**—**	**—**	**(1)**
Balance as at September 30, 2016	**$ 6**	**$ (4)**	**$ 2**	**$ (1)**	**$ —**	**$ —**	**$ 2**	**$ 5**

1. Refer to Note 3 Assets Classified as Held for Sale.

US$ MILLIONS	Revaluation Surplus	Foreign currency translation	Net investment hedges	Cash flow hedges	Available-for-sale	Unrealized actuarial losses	Equity accounted investments	Accumulated other comprehensive income
Balance as at January 1, 2015	$ 6	$ (2)	$ 1	$ (1)	$ —	$ —	$ 1	$ 5
Other comprehensive loss	—	(3)	—	—	—	—	—	(3)
Balance as at September 30, 2015	$ 6	$ (5)	$ 1	$ (1)	$ —	$ —	$ 1	$ 2

c) Attributable to Non-controlling interest – Redeemable Partnership Units held by Brookfield

US$ MILLIONS	Revaluation Surplus	Foreign currency translation	Net investment hedges	Cash flow hedges	Available-for-sale	Unrealized actuarial losses	Equity accounted investments	Accumulated other comprehensive income
Balance as at January 1, 2016	**$ 447**	**$ (358)**	**$ 38**	**$ (61)**	**$ (4)**	**$ (2)**	**$ 194**	**$ 254**
Other comprehensive income (loss)	**1**	**42**	**—**	**10**	**2**	**—**	**(5)**	**50**
Other items[1]	**(41)**	**—**	**—**	**—**	**—**	**—**	**—**	**(41)**
Balance as at September 30, 2016	**$ 407**	**$ (316)**	**$ 38**	**$ (51)**	**$ (2)**	**$ (2)**	**$ 189**	**$ 263**

1. Refer to Note 3 Assets Classified as Held for Sale.

US$ MILLIONS	Revaluation Surplus	Foreign currency translation	Net investment hedges	Cash flow hedges	Available-for-sale	Unrealized actuarial losses	Equity accounted investments	Accumulated other comprehensive income
Balance as at January 1, 2015	$ 335	$ (160)	$ 12	$ (41)	$ 6	$ (8)	$ 139	$ 283
Other comprehensive (loss) income	—	(189)	22	(11)	(8)	—	3	(183)
Other items[1]	9	(11)	1	(1)	—	1	4	3
Balance as at September 30, 2015	$ 344	$ (360)	$ 35	$ (53)	$ (2)	$ (7)	$ 146	$ 103

1. Refer to Note 12 Partnership Capital.

15. RELATED PARTY TRANSACTIONS

In the normal course of operations, Brookfield Infrastructure entered into the transactions below with related parties. These transactions have been measured at fair value and are recognized in the consolidated interim and condensed financial statements.

The immediate parent of Brookfield Infrastructure is the partnership. The ultimate parent of Brookfield Infrastructure is Brookfield. Other related parties of Brookfield Infrastructure represent its subsidiary and operating entities.

a) Transactions with the immediate parent

Throughout the year, the General Partner, in its capacity as the partnership's general partner, incurs director fees, a portion of which are charged at cost to the partnership in accordance with the limited partnership agreement. Less than $1 million in director fees were incurred during the three and nine months ended September 30, 2016 (2015: less than $1 million).

b) Transactions with other related parties

Since inception, Brookfield Infrastructure has had a management agreement with its external service providers, wholly-owned subsidiaries of Brookfield.

Pursuant to the Master Services Agreement, on a quarterly basis, Brookfield Infrastructure pays a base management fee, referred to as the Base Management Fee, to the Service Provider equal to 0.3125% per quarter (1.25% annually) of the market value of the partnership. The Base Management Fee was $43 million and $116 million for the three and nine months ended September 30, 2016 ($28 million and $93 million for the three and nine months ended September 30, 2015).

For purposes of calculating the Base Management Fee, the market value of the partnership is equal to the aggregate value of all the outstanding limited partnership units of the partnership (assuming full conversion of Brookfield's Redeemable Partnership Units in Brookfield Infrastructure into limited partnership units of the partnership), preferred limited partnership units and securities of the other Service Recipients (as defined in Brookfield Infrastructure's Master Services Agreement) that are not held by Brookfield Infrastructure, plus all outstanding third party debt with recourse to a Service Recipient, less all cash held by such entities.

Brookfield Infrastructure has placed funds on deposit with Brookfield. Interest earned on the deposits is at market terms. At September 30, 2016, Brookfield Infrastructure's deposit balance with Brookfield was less than $1 million (December 31, 2015: less than $1 million) and earned interest of less than $1 million and less than $1 million for the three and nine months ended September 30, 2016 (less than $1 million and less than $1 million for the three and nine months ended September 30, 2015).

Brookfield Infrastructure's North American district energy operation provides heating and cooling services and leases office space with subsidiaries of Brookfield Office Properties Inc. The North American district energy operation also utilizes consulting and engineering services provided by a wholly-owned subsidiary of Brookfield. For the three and nine months ended September 30, 2016, revenues of less than $1 million were generated (2015: $1 million) and expenses of less than $1 million were incurred (2015: less than $1 million).

Brookfield Infrastructure utilizes a wholly-owned subsidiary of Brookfield to negotiate and purchase insurance and assess the adequacy of insurance on behalf of the partnership and certain subsidiaries. During the three and nine months ended September 30, 2016, Brookfield Infrastructure paid less than $1 million for these services (2015: less than $1 million).

Brookfield Infrastructure's Colombian regulated distribution business purchases electricity from and distributes electricity on behalf of a subsidiary of Brookfield Renewable Partners L.P. as part of its normal course of operation. For the three and nine months ended September 30, 2016, revenues of less than $1 million were generated (2015: $nil) and expenses of $4 million and $9 million, respectively, were incurred (2015: $nil).

During the third quarter of 2016 Brookfield Infrastructure sold a portion of its interest in a financial asset to a Brookfield sponsored infrastructure fund of which Brookfield Infrastructure is a limited partner. In conjunction with these transactions, Brookfield Infrastructure received $50 million, representing the original cost of the investment plus a notional interest charge or fair market value. Accordingly, no gain or loss was recorded in the Statement of Operating Results.

MANAGEMENT'S DISCUSSION AND ANALYSIS

AS OF SEPTEMBER 30, 2016 AND DECEMBER 31, 2015 AND
FOR THE THREE AND NINE MONTH PERIODS ENDED SEPTEMBER 30, 2016 AND 2015

INTRODUCTION

The following Management's Discussion and Analysis ("MD&A") is the responsibility of management of Brookfield Infrastructure Partners L.P. (the "partnership" collectively with its subsidiary and operating entities "Brookfield Infrastructure"). This MD&A is dated November 7, 2016, and has been approved by the Board of Directors of the general partner of the partnership for issuance as of that date. The Board of Directors carries out its responsibility for review of this document principally through its audit committee, comprised exclusively of independent directors. The audit committee reviews and, prior to its publication, approves this document, pursuant to the authority delegated to it by the Board of Directors. The terms "Brookfield Infrastructure," "we," "us" and "our" refer to Brookfield Infrastructure Partners L.P., and the partnership's direct and indirect subsidiaries as a group. This MD&A should be read in conjunction with Brookfield Infrastructure Partners L.P.'s most recently issued annual and interim financial statements. Additional information, including Brookfield Infrastructure's Form 20-F, is available on its website at www.brookfieldinfrastructure.com, on SEDAR's website at www.sedar.com and on EDGAR's website at www.sec.gov/edgar.shtml.

Business Overview

Brookfield Infrastructure owns and operates high quality, long-life assets that generate stable cash flows, require relatively minimal maintenance capital expenditures and, by virtue of barriers to entry and other characteristics, tend to appreciate in value over time. Our current operations consist of utility, transport, energy and communications infrastructure businesses in North and South America, Asia Pacific and Europe. Our mission is to own and operate a globally diversified portfolio of high quality infrastructure assets that will generate sustainable and growing distributions over the long term for our unitholders. To accomplish this objective, we will seek to leverage our operating segments to acquire infrastructure assets and actively manage them to extract additional value following our initial investment. An integral part of our strategy is to participate with institutional investors in Brookfield Asset Management Inc. ("Brookfield") sponsored partnerships that target acquisitions that suit our profile. We will focus on partnerships in which Brookfield has sufficient influence or control to deploy an operations-oriented approach.

Performance Targets and Key Measures

We target a total return of 12% to 15% per annum on the infrastructure assets that we own, measured over the long term. We intend to generate this return from the in-place cash flows from our operations plus growth through investments in upgrades and expansions of our asset base, as well as acquisitions. If we are successful in growing our funds from operations ("FFO") per unit, we will be able to increase distributions to unitholders. Furthermore, the increase in our FFO per unit should result in capital appreciation. We also measure the growth of FFO per unit, which we believe is a proxy for our ability to increase distributions. In addition, we have performance measures that track the key value drivers for each of our operating segments. See "Segmented Disclosures" on page 36 for more detail.

Distribution Policy

Our objective is to pay a distribution that is sustainable on a long-term basis while retaining sufficient liquidity within our operations to fund recurring growth capital expenditures, debt repayments and general corporate requirements. We currently believe that a payout of 60% to 70% of our FFO is appropriate.

In light of the current strong prospects for our business, the Board of Directors of our general partner approved a 7.5% increase in our quarterly distribution to \$0.38 per unit, which started with the distribution paid in March 2016. A further 3.5% increase in our quarterly distributions to \$0.3933 per unit was approved by the Board of Directors of our general partner, starting with the distribution paid in September 2016. These increases reflect the forecasted contribution from our recently commissioned capital projects, as well as the expected cash yield on acquisitions that we closed in the past year. Since the spin-off, we have increased our quarterly distribution from \$0.18 per unit to \$0.3933 per unit, a compound annual growth rate of 12%. We target 5% to 9% annual distribution growth in light of the per unit FFO growth we foresee in our operations. All historical per unit figures have been adjusted to effect for the change in units due to the three-for-two unit split completed during September 2016.

Basis of Presentation

Our unaudited interim condensed and consolidated financial statements are prepared in accordance with International Accounting Standard 34, *Interim Financial Reporting* ("IAS 34") as issued by the International Accounting Standards Board ("IASB") and using the accounting policies Brookfield Infrastructure applied in its consolidated financial statements as of and for the year ended December 31, 2015. Our unaudited interim condensed and consolidated financial statements include the accounts of Brookfield Infrastructure and the entities over which it has control. Brookfield Infrastructure accounts for investments over which it exercises significant influence, but does not control, using the equity method.

Our partnership's equity interests include units held by public unitholders and redeemable partnership units ("Redeemable Partnership Units") held by Brookfield. Our units and the Redeemable Partnership Units have the same economic attributes in all respects, except that the Redeemable Partnership Units provide Brookfield the right to request that its units be redeemed for cash consideration. In the event that Brookfield exercises this right, our partnership has the right, at its sole discretion, to satisfy the redemption request with our units, rather than cash, on a one-for-one basis. As a result, Brookfield, as holder of Redeemable Partnership Units, participates in earnings and distributions on a per unit basis equivalent to the per unit participation of our partnership. However, given the redeemable feature referenced above, we present the Redeemable Partnership Units as a component of non-controlling interests.

When we discuss the results of our operating segments, we present Brookfield Infrastructure's proportionate share of results for operations accounted for using consolidation and the equity method, in order to demonstrate the impact of key value drivers of each of these operating segments on the partnership's overall performance. As a result, segment revenues, costs attributable to revenues, other income, interest expense, depreciation and amortization, deferred taxes, fair value adjustments and other items will differ from results presented in accordance with IFRS as they (1) include Brookfield Infrastructure's proportionate share of earnings from investments in associates and joint ventures attributable to each of the above noted items, and (2) exclude the share of earnings (losses) of consolidated investments not held by Brookfield Infrastructure apportioned to each of the above noted items. However, net income for each segment is consistent with results presented in accordance with IFRS. See "Reconciliation of Operating Segments" on page 53 for a reconciliation of segment results to the partnership's statement of operating results in accordance with IFRS.

Our presentation currency and functional currency is the U.S. dollar, and has been throughout each of the last eight years. There were no changes in accounting policies that have had a material impact on the comparability of the results between financial years since the adoption of IFRS.

OUR OPERATIONS

Brookfield Infrastructure owns a balanced portfolio of infrastructure assets that are diversified by sector and by geography. We have a stable cash flow profile with approximately 90% of our Adjusted EBITDA supported by regulated or contractual revenues. In order to assist our unitholders in evaluating our performance and assessing our value, we group our businesses into operating segments based on similarities in their underlying economic drivers.

Our operating segments are summarized below:

Operating Segment	Asset Type	Primary Location
Utilities *Regulated or contractual businesses which earn a return on their rate base*	• Regulated Distribution • Electricity Transmission • Regulated Terminal	• Europe & South America • North America & South America • Asia Pacific
Transport *Provide transportation for freight, bulk commodities and passengers*	• Rail • Toll Roads • Ports	• Asia Pacific & South America • Asia Pacific & South America • North America, Europe & Asia Pacific
Energy *Systems that provide energy transmission, distribution and storage services*	• Energy Transmission, Distribution & Storage • District Energy	• North America • North America & Asia Pacific
Communications Infrastructure *Provides essential services and critical infrastructure to the media broadcasting and telecom sectors*	• Tower Infrastructure Operations	• Europe

REVIEW OF CONSOLIDATED FINANCIAL RESULTS

In this section we review our financial position and consolidated performance for the three and nine month periods ended September 30, 2016 and 2015 and as at September 30, 2016 and December 31, 2015. Further details on the key drivers of our operations and financial position are contained within the Segmented Disclosures section on page 36.

US$ MILLIONS, EXCEPT PER UNIT INFORMATION	For the three-month period ended September 30		For the nine-month period ended September 30	
	2016	2015	**2016**	2015
Summary Statements of Operating Results				
Revenues	**$ 522**	$ 468	**$ 1,438**	$ 1,400
Direct operating expenses	**(267)**	(199)	**(667)**	(599)
General and administrative expenses	**(45)**	(30)	**(122)**	(99)
Depreciation and amortization expense	**(126)**	(97)	**(334)**	(293)
Interest expense	**(98)**	(90)	**(294)**	(273)
Share of earnings from investments in associates and joint ventures	**32**	18	**142**	55
Mark-to-market on hedging items	**(39)**	51	**1**	109
Other income	**109**	73	**171**	82
Income tax recovery (expense)	**15**	(11)	**15**	(25)
Net income	**103**	183	**350**	357
Net income attributable to the partnership(1)	**78**	123	**312**	273
Net income per limited partnership unit	**$ 0.16**	$ 0.31	**$ 0.73**	$ 0.67

1. *Includes net income attributable to non-controlling interests—Redeemable Partnership Units held by Brookfield, general partner and limited partners.*

Three-month periods ended September 30, 2016 and 2015

For the three months ended September 30, 2016 we reported net income of $103 million, of which $78 million is attributable to the partnership. This is compared to net income of $183 million in the prior year three month period, of which $123 million was attributable to the partnership.

Revenues for the three months ended September 30, 2016 were $522 million, which increased by $54 million compared to the same period in 2015. Our utilities segment contributed additional revenue of $18 million due to inflation indexation and various growth initiatives primarily at our UK regulated distribution operation. Our transport operations contributed an additional $80 million of revenue, primarily due to inflationary tariff increases, higher volumes at our Chilean toll roads and the acquisition of our Indian and Peruvian toll road and Australian ports businesses during the past 12 months. Revenue from organic growth initiatives within our district energy business and the expansion of our North American gas storage business contributed incremental revenue of $28 million. These items were partially offset by the impact of foreign exchange which reduced revenue in U.S. dollar terms by $13 million, the $15 million impact of a rate reset at our Australian regulated terminal operation, an $11 million impact of tariff relief extended to one of our clients at our Australian rail operation, and a $14 million decrease due to the sale of our New England electricity transmission and European energy distribution businesses in August 2015 and May 2016, respectively.

Direct operating expenses for the three months ended September 30, 2016 were $267 million, which increased by $68 million compared to the three months ended September 30, 2015. The current period includes $12 million of incremental costs resulting from the expansion of our systems through our aforementioned organic growth initiatives and $72 million of incremental costs related to acquisitions completed during the last 12 months, offset by the $5 million impact of foreign exchange and an $11 million decline associated with our capital recycling initiatives in the last 12 months.

General and administrative expenses totaled $45 million for the three months ended September 30, 2016, an increase of $15 million compared to the same period in 2015. This line item primarily consists of the Base Management Fee that is paid to Brookfield, which is equal to 1.25% of the partnership's market value plus our preferred units and recourse debt, net of cash. The Base Management Fee increased from prior year due to a larger market capitalization driven by the issuance of medium-term notes and preferred units over the last 12 months to fund investments and a higher unit price. General and administrative expenses also includes certain public company expenditures relating to the ongoing operations of the partnership which were consistent with the same period of 2015.

Depreciation and amortization expense for the three months ended September 30, 2016 was $126 million, an increase of $29 million versus prior year. Depreciation and amortization expense increased by $32 million due to higher asset values resulting from our annual revaluation process, capital expenditures and acquisitions completed over the past year, offset by the impact of foreign exchange of $3 million.

Earnings from investments in associates and joint ventures were $32 million for the three months ended September 30, 2016, representing an increase of $14 million from the $18 million earned in the third quarter of 2015. The increase is predominantly associated with $22 million of income earned in conjunction with the sale of a non-core subsidiary at our Brazilian toll road operations in August 2016 and the $1 million increase due to the impact of foreign exchange. These items were offset by a decrease of $4 million from inflation indexation on our Chilean peso denominated debt at our South American electricity transmission operation and $5 million related to transaction costs incurred as a result of the acquisition of our Australian ports business, a portion of which is equity accounted for.

Mark-to-market losses on hedging items for the three months ended September 30, 2016 were $39 million compared to a gain of $51 million for the three months ended September 30, 2015. Both the current and comparative periods consist primarily of revaluation gains relating to foreign exchange hedging activities at the corporate level. The higher amount of gains recognized in the previous period is the result of higher hedged rates on various currency contracts we had in place relative to prevailing spot rates at the time.

Other income for the third quarter of 2016 totaled $109 million compared to $73 million for the same period in 2015. The current period includes a $123 million gain associated with the sale of our toehold interest in Asciano Limited, a $24 million gain associated with the reclassification of accumulated mark-to-market movements of our pre-existing interest in the Senior notes of our North American gas storage business which we acquired in July 2016 and incremental income of $5 million earned on financial assets purchased over the last 12 months. These items were offset by $43 million of costs related to acquisitions completed during the third quarter of 2016. The comparative period primarily consists of a gain associated with the sale of our New England electricity transmission business in that period.

Income tax recoveries for the three months ended September 30, 2016 were $15 million compared to an expense of $11 million for the three months ended September 30, 2015. The recovery in the period was caused by a decrease in the UK tax rate enacted during the third quarter of 2016, which reduced the future tax obligation associated with our UK businesses.

Nine-month periods ended September 30, 2016 and 2015

For the nine months ended September 30, 2016 we reported net income of $350 million, of which $312 million is attributable to the partnership. This is compared to net income of $357 million in the prior year, of which $273 million was attributable to the partnership.

Revenues for the nine months ended September 30, 2016 were $1,438 million, which increased by $38 million compared to the same period in 2015. Our utilities segment contributed additional revenue of $60 million due to inflation indexation and various growth initiatives primarily at our UK distribution operation. Our transport operations contributed an additional $93 million of revenue, primarily due to inflationary tariff increases, higher volumes at our Chilean toll roads and the acquisition of our Indian and Peruvian toll road and Australian ports businesses during the past 12 months. Revenue from organic growth initiatives within our district energy business and the expansion of our North American gas storage business contributed incremental revenue of $40 million. These items were partially offset by the impact of foreign exchange which reduced revenue in U.S. dollar terms by $84 million, $15 million impact of a regulatory rate reset at our Australian regulated terminal operation, $11 million impact of tariff relief extended to one of our clients at our Australian rail operation, and a $26 million decrease due to the sale of our New England electricity transmission and European energy distribution businesses in August 2015 and May 2016, respectively.

Direct operating expenses for the nine months ended September 30, 2016 were $667 million, which increased by $68 million compared to the nine months ended September 30, 2015. The current period includes $40 million of incremental costs resulting from our aforementioned organic growth initiatives and $76 million of incremental costs related to the acquisitions completed during the last 12 months offset by $28 million of foreign exchange and a $20 million decline associated with our capital recycling initiatives over the past year.

General and administrative expenses totaled $122 million for the nine months ended September 30, 2016, an increase of $23 million compared to the same period in 2015. This line item primarily consists of the Base Management Fee that is paid to Brookfield, which is equal to 1.25% of the partnership's market value plus our preferred units and recourse debt, net of cash. The Base Management Fee increased from prior year due to a larger market capitalization driven by the issuance of medium-term notes and preferred units over the last 12 months to fund investments and a higher unit price. General and administrative expenses also includes certain public company expenditures relating to the ongoing operations of the partnership which were consistent with the same period of 2015.

Depreciation and amortization expense for the nine months ended September 30, 2016 was $334 million, an increase of $41 million, or 14%, versus prior year. Depreciation and amortization expense increased by $61 million due to higher asset values resulting from our annual revaluation process, capital expenditures and acquisitions completed over the past year offset by the impact of foreign exchange of $20 million.

Earnings from investments in associates and joint ventures were $142 million for the nine months ended September 30, 2016, representing an increase of $87 million from the $55 million earned in the nine months ended September 30, 2015. The increase is predominantly associated with $98 million of income earned in conjunction with the privatization of our Brazilian toll road operations in May 2016 and $22 million of income earned in conjunction with the sale of a non-core subsidiary of our Brazilian toll road operations in August 2016. These items were partially offset by a $12 million impact of foreign exchange, $10 million from inflation indexation on our Chilean peso denominated debt at our South American electricity transmission operation, a $6 million tax recovery recorded in the prior year at our European port operation due to a change in tax law and $5 million related to transaction costs incurred as a result of the acquisition of our Australian ports business, a portion of which is equity accounted for.

Mark-to-market gains on hedging items for the nine months ended September 30, 2016 were $1 million, compared to $109 million for the nine months ended September 30, 2015. Both the current and comparative periods consist primarily of revaluation gains relating to foreign exchange hedging activities at the corporate level. The higher amount of gains recognized in the prior period is the result of higher hedged rates on various currency contracts we had in place relative to prevailing spot rates at the time.

Other income for the nine months ended September 30, 2016 totaled $171 million compared to $82 million for the same period in 2015. The current period includes $163 million of dividend income, a break fee and disposition gain associated with our toehold interest in Asciano Limited, a $24 million gain associated with the reclassification of the accumulation of the mark-to-market movements of our pre-existing interest in the Senior notes of our North American gas storage businesses acquired in July 2016, and income of $29 million earned on financial assets purchased over the last 12 months, offset by $43 million of transaction costs related to acquisitions completed during the past 12 months, and inflation indexation on our Chilean peso denominated debt of $17 million. The comparative period primarily consists of a gain associated with the sale of our New England electricity transmission business.

Income tax recoveries for the nine months ended September 30, 2016 were $15 million compared to an expense of $25 million for the nine months ended September 30, 2015. The recovery in the period was caused by a decrease in the UK tax rate enacted during the third quarter of 2016, which reduced the future tax obligation associated with our UK businesses.

US$ MILLIONS	As of	
Summary Statements of Financial Position Key Metrics	**September 30, 2016**	December 31, 2015
Cash and cash equivalents	**$ 441**	$ 199
Other current assets	**1,160**	1,354
Total assets	**21,109**	17,735
Current liabilities	**1,140**	908
Corporate borrowings	**1,511**	1,380
Non-recourse borrowings	**7,289**	5,852
Other long-term liabilities	**2,551**	2,419
Limited partners	**3,870**	3,838
General partner	**25**	23
Non-controlling interest – Redeemable Partnership Units held by Brookfield	**1,527**	1,518
Non-controlling interest – in operating subsidiaries	**2,821**	1,608
Preferred unitholders	**375**	189

Total assets were $21,109 million at September 30, 2016, compared to $17,735 million at December 31, 2015, an increase of $3,374 million or 19%. This increase is primarily due to the $2,648 million impact from the acquisitions of our Australian ports, Indian and Peruvian toll road and North American gas storage operations during 2016 and the benefit of foreign exchange which increased our asset base in U.S. dollar terms by $247 million. In addition, total assets increased due to a $312 million capital injection into our North American gas transmission operation as we continue to delever this business, $312 million of capital deployed to privatize our Brazilian toll roads and fund organic growth initiatives and $145 million of capital deployed at our UK regulated distribution operation associated with the build out of our connections base and initial investment in our smart meter program. These increases were offset by a $290 million decline in assets due to the sale of our European energy distribution business in May 2016.

Corporate borrowings increased to $1,511 million at September 30, 2016, compared to $1,380 million at December 31, 2015. The increase is due to incremental draws on our corporate credit facility of $75 million and a $56 million increase in our Canadian dollar denominated corporate debt due to the strengthening of the Canadian dollar against the U.S. dollar during the nine months ended September 30, 2016.

Non-recourse borrowings increased by $1,437 million to $7,289 million at September 30, 2016 from $5,852 million at December 31, 2015. The increase is attributable to the debt assumed in conjunction with acquisitions completed over the past 12 months of $1,165 million, subsidiary borrowings, net of repayments, of $164 million for the nine months ended September 30, 2016 and a $108 million increase of debt balances denominated in foreign currencies mainly due to the strengthening of the Australian dollar against the U.S. dollar since December 31, 2015.

Partnership capital increased by $43 million to $5,422 million at September 30, 2016. The increase in partnership capital is due to comprehensive income attributable to the partnership of $486 million and $19 million of units issued as part of our dividend reinvestment plan, partially offset by distributions paid to our unitholders of $456 million and unit repurchases of $6 million.

Summary of Quarterly Results

Total revenues and net income for the eight most recent quarters are as follows:

US$ MILLIONS, EXCEPT PER UNIT AMOUNTS	2016			2015				2014
Three months ended	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
Revenues	**$ 522**	**$ 462**	**$ 454**	$ 455	$ 468	$ 466	$ 466	$ 465
Direct operating costs	**(267)**	**(198)**	**(202)**	(199)	(199)	(197)	(203)	(203)
Earnings from investment in associates	**32**	**106**	**4**	14	18	20	17	9
Expenses								
Interest	**(98)**	**(101)**	**(95)**	(94)	(90)	(93)	(90)	(95)
Corporate costs	**(45)**	**(40)**	**(37)**	(35)	(30)	(35)	(34)	(31)
Valuation items								
Fair value changes and other	**70**	**39**	**63**	(54)	124	(31)	98	17
Depreciation and amortization	**(126)**	**(108)**	**(100)**	(82)	(97)	(101)	(95)	(98)
Income tax recovery (expense)	**15**	**(1)**	**1**	29	(11)	(3)	(11)	(1)
Net income	**103**	**159**	**88**	34	183	26	148	63
Net income (loss) attributable to others	**63**	**63**	**47**	28	108	25	64	(4)
Net income attributable to limited partners	**40**	**96**	**41**	6	75	1	84	67
Per limited partnership unit	**$0.16**	**$0.39**	**$0.17**	$0.03	$0.31	$0.01	$0.37	$0.19

A significant driver of our results continues to be organic growth driven by inflation, volume growth and reinvested capital, in addition to new investments, which add to the ongoing earnings profile of our current businesses. After factoring the impact of foreign exchange these items contributed to consistent increases in our revenues, operating and interest costs, as well as depreciation expense. In addition to the aforementioned items, net income is impacted by fair value adjustments and other income and expenses.

We do not consider the effects of seasonality to be significant to the business overall due to the diversification of our business from a geographic and a segment perspective.

SEGMENTED DISCLOSURES

In this section, we review the results of our principal operating segments: utilities, transport, energy, communications infrastructure and corporate and other. Each segment is presented on a proportionate basis, taking into account Brookfield Infrastructure's ownership in operations accounted for using the consolidation and equity method, whereby the partnership either controls or exercises significant influence over its investments. See "Discussion of Segment Reconciling Items" on page 55 for a reconciliation of segment results to the partnership's statement of operating results in accordance with IFRS.

Utilities Operations

Our utilities segment is comprised of regulated businesses, which earn a return on their asset base, as well as businesses with contracts designed to generate a return on capital over the life of the contract. In all cases, we own and operate assets that earn a return on a regulated or notionally stipulated asset base, which we refer to as rate base. Our rate base increases in accordance with capital that we invest to upgrade and expand our systems. Depending on the jurisdiction, our rate base may also increase by inflation and maintenance capital expenditures and decrease by regulatory depreciation. The return that we earn is typically determined by a regulator or contracts for prescribed periods of time. Thereafter, it may be subject to customary reviews based upon established criteria. Due to the regulatory diversity we have within our utilities segment, we mitigate exposure to any single regulatory regime. In addition, due to the regulatory frameworks and economies of scale of our utilities businesses, we often have significant competitive advantages in competing for projects to expand our rate base. Accordingly, we expect this segment to produce stable revenue and margins that should increase with investment of additional capital and inflation. Nearly all of our utility segment's Adjusted EBITDA is supported by regulated or contractual revenues.

Our objectives for our utilities segment are to invest capital in the expansion of our rate base and to provide safe and reliable service for our customers on a cost efficient basis. If we do so, we will be in a position to earn an appropriate return on our rate base. Our performance can be measured by the growth in our rate base, the return on our rate base, as well as our AFFO.

Our utilities segment is comprised of the following:

Regulated Distribution

- Approximately 2.6 million electricity and natural gas connections and 350,000 installed smart meters

Electricity Transmission

- Approximately 10,500 kilometres of transmission lines in North and South America along with approximately 4,200 kilometres of greenfield electricity transmission developments in South America

Regulated Terminal

- One of the world's largest coal export terminals, with approximately 85 million tons per annum of capacity

Results of Operations

The following table presents our proportionate share of our rate base and selected key metrics:

US$ MILLIONS	For the three-month period ended September 30		For the nine-month period ended September 30	
	2016	2015	**2016**	2015
Rate base, start of period	**$ 3,961**	$ 4,115	**$ 4,018**	$ 4,118
Capital expenditures commissioned	**49**	55	**156**	165
Inflation and other indexation	**15**	23	**54**	68
Regulatory depreciation	**(13)**	(13)	**(38)**	(41)
Foreign exchange and other	**20**	(248)	**(158)**	(378)
Rate base, end of period	**$ 4,032**	$ 3,932	**$ 4,032**	$ 3,932

US$ MILLIONS	For the three-month period ended September 30		For the nine-month period ended September 30	
	2016	2015	**2016**	2015
Funds from operations (FFO)	**$ 102**	$ 99	**$ 302**	$ 287
Maintenance capital	**(3)**	(3)	**(9)**	(7)
Adjusted funds from operations (AFFO)	**99**	96	**293**	280
Return on rate base[(1),(2)]	**10%**	11%	**11%**	11%

1. *Return on rate base is Adjusted EBITDA divided by time weighted average rate base.*
2. *Return on rate base excludes impact of connections revenues at our UK regulated distribution operation.*

For the three months ended September 30, 2016, our utilities segment generated FFO of $102 million, compared with $99 million for the same period in the prior year. Current period results benefitted from strong connection activity at our UK regulated distribution business, inflation indexation and capital commissioned into rate base, partially offset by a lower regulated return following the rate reset at our regulated terminal and the impact of foreign exchange.

The following table presents our utilities segment's proportionate share of financial results:

US$ MILLIONS	For the three-month period ended September 30		For the nine-month period ended September 30	
	2016	2015	**2016**	2015
Revenue	**$ 180**	$ 180	**$ 521**	$ 520
Cost attributable to revenues	**(49)**	(47)	**(122)**	(129)
Adjusted EBITDA	**131**	133	**399**	391
Interest expense	**(31)**	(35)	**(101)**	(107)
Other income	**2**	1	**4**	3
Funds from operations (FFO)	**102**	99	**302**	287
Depreciation and amortization	**(38)**	(38)	**(116)**	(115)
Deferred taxes and other items	**(20)**	9	**(73)**	(22)
Net income	**$ 44**	$ 70	**$ 113**	$ 150

The following table presents our proportionate Adjusted EBITDA and FFO for each business in this operating segment:

	Adjusted EBITDA				FFO			
	For the three-month period ended September 30		**For the nine-month period ended September 30**		**For the three-month period ended September 30**		**For the nine-month period ended September 30**	
	2016	2015	**2016**	2015	**2016**	2015	**2016**	2015
Regulated Distribution	**$ 66**	$ 59	**$ 192**	$ 165	**$ 55**	$ 48	**$ 159**	$ 132
Electricity Transmission	**39**	36	**105**	108	**30**	28	**82**	86
Regulated Terminal	**26**	38	**102**	118	**17**	23	**61**	69
Total	**$ 131**	$ 133	**$ 399**	$ 391	**$ 102**	$ 99	**$ 302**	$ 287

Our regulated distribution operations generated Adjusted EBITDA and FFO in the current quarter of $66 million and $55 million, respectively, versus $59 million and $48 million, respectively, in the comparative period. This increase was primarily attributable to solid performance at our UK regulated distribution business that benefitted from a larger rate base, inflation indexation and the contribution from our smart meter program.

In the third quarter of 2016, our electricity transmission operations reported Adjusted EBITDA and FFO of $39 million and $30 million, respectively, versus $36 million and $28 million, respectively, in the comparative period. Adjusted EBITDA and FFO increased compared to the prior year as the impact of inflation indexation and additions to our rate base were partially offset by the impact of foreign exchange and the sale of our New England electricity transmission business in August 2015.

Our regulated terminal operation reported Adjusted EBITDA and FFO of $26 million and $17 million, respectively, for the current quarter, versus $38 million and $23 million, respectively, in the comparative period. Adjusted EBITDA and FFO decreased from the prior year as the benefits from inflation indexation and additions to our rate base were more than offset by the impact of the regulatory rate reset and foreign exchange as our hedged rate declined compared to the prior year.

Depreciation and amortization expense for the period was $38 million, consistent with the prior period, as the impact of additions to our regulated asset base and higher asset values from our annual revaluation process were offset by the impact of foreign exchange.

Deferred taxes and other items for the period were a loss of $20 million compared to a gain of $9 million for the same period in 2015. The variance is due to higher mark-to-market losses on hedging items at our UK regulated distribution operation in the current period and a gain on sale of our New England electricity transmission business recorded in the third quarter of 2015.

Transport Operations

Our transport segment is comprised of open access systems that provide transportation, storage and handling services for freight, bulk commodities and passengers, for which we are paid an access fee. Profitability is based on the volume and price achieved for the provision of these services. This operating segment is comprised of businesses with price ceilings as a result of regulation, such as our rail and toll road operations, as well as unregulated businesses, such as our ports. Transport businesses typically have high barriers to entry and, in many instances, have very few substitutes in their local markets. While these businesses have greater sensitivity to market prices and volume than our utilities segment, revenues are generally stable and, in many cases, are supported by contracts or customer relationships. Our transport segment is expected to benefit from increases in demand for commodities and increases in the global movement of goods. Furthermore, the diversification within our transport segment mitigates the impact of fluctuations in demand from any particular sector, commodity or customer. Approximately 80% of our transport segment's Adjusted EBITDA is supported by regulated or long-term contracts.

Our objectives for our transport segment are to provide safe and reliable service to our customers and to satisfy their growth requirements by increasing the utilization of our assets and expanding our capacity in a capital efficient manner. If we do so, we will be able to charge an appropriate price for our services and we will be able to earn an attractive return on the capital that we have deployed as well as the capital that we will invest to increase the capacity of our operations. Our performance can be measured by our revenue growth and our Adjusted EBITDA margin.

Our transport segment is comprised of the following:

Rail

- Sole provider of rail network in Southwestern Western Australia with approximately 5,100 kilometres of track and operator of approximately 4,800 kilometres of rail in South America

Toll Roads

- Approximately 3,600 kilometres of motorways in Brazil, Chile, Peru, and India

Ports

- 38 terminals in North America, UK, Australia and across Europe

Results of Operations

The following table presents our proportionate share of the key metrics of our transport segment:

US$ MILLIONS	For the three-month period ended September 30 2016	2015	For the nine-month period ended September 30 2016	2015
Growth capital expenditures	**$ 104**	$ 78	**$ 211**	$ 212
Adjusted EBITDA margin(1)	**49%**	50%	**49%**	49%
Funds from operations (FFO)	**112**	103	**308**	303
Maintenance capital	**(24)**	(19)	**(59)**	(54)
Adjusted funds from operations (AFFO)	**$ 88**	$ 84	**$ 249**	$ 249

1. *Adjusted EBITDA margin is Adjusted EBITDA divided by revenues.*

For the three months ended September 30, 2016, our transport segment generated FFO of $112 million compared to $103 million for the same period in the prior year. Current period results benefitted from inflationary tariff increases at our toll road operations, the expansion of our South American toll road platform and a partial contribution from our recently acquired Australian ports business. These positive results were more than offset by the impact of foreign exchange and the impact of the relief package provided to one of our clients of our Australian rail business.

The following table presents our transport segment's proportionate share of financial results:

US$ MILLIONS	For the three-month period ended September 30 2016	2015	For the nine-month period ended September 30 2016	2015
Revenue	**$ 334**	$ 286	**$ 894**	$ 871
Cost attributable to revenues	**(172)**	(144)	**(453)**	(447)
Adjusted EBITDA	**162**	142	**441**	424
Interest expense	**(42)**	(35)	**(116)**	(110)
Other expenses	**(8)**	(4)	**(17)**	(11)
Funds from operations (FFO)	**112**	103	**308**	303
Depreciation and amortization	**(69)**	(55)	**(183)**	(165)
Deferred taxes and other items	**(21)**	(13)	**53**	(33)
Net income	**$ 22**	$ 35	**$ 178**	$ 105

The following table presents proportionate Adjusted EBITDA and FFO for each business in this operating segment:

	Adjusted EBITDA				FFO			
	For the three-month period ended September 30		For the nine-month period ended September 30		For the three-month period ended September 30		For the nine-month period ended September 30	
	2016	2015	**2016**	2015	**2016**	2015	**2016**	2015
Rail	**$ 65**	$ 75	**$ 209**	$ 223	**$ 48**	$ 60	**$ 160**	$ 175
Toll Roads	**70**	47	**169**	138	**44**	29	**103**	85
Ports	**27**	20	**63**	63	**20**	14	**45**	43
Total	**$ 162**	$ 142	**$ 441**	$ 424	**$ 112**	$ 103	**$ 308**	$ 303

Our rail operations generated Adjusted EBITDA and FFO of $65 million and $48 million, respectively, compared to $75 million and $60 million, respectively, in the comparative period. Adjusted EBITDA and FFO decreased as the benefit from increased tariffs in South America was more than offset by lower agricultural volumes in Brazil, the impact of the relief package provided to one of our clients in Australia and foreign exchange.

In the current quarter, our toll roads contributed Adjusted EBITDA and FFO of $70 million and $44 million, respectively, compared to Adjusted EBITDA and FFO of $47 million and $29 million, respectively, in the comparative period. The current period Adjusted EBITDA and FFO benefitted from an 11% increase in average tariffs, increased ownership in our Brazilian toll road business, strong traffic volumes on our Chilean toll roads and contributions from our recent investments in Peru and India. These positive results were partially offset by lower vehicle traffic in Brazil.

Our port operations reported Adjusted EBITDA and FFO of $27 million and $20 million, respectively, for the current quarter, compared to Adjusted EBITDA and FFO of $20 million and $14 million, respectively, in the comparative period. Adjusted EBITDA and FFO increased versus the prior year due to improved volumes at our UK port operation and partial contribution from our Australian ports business acquired midway through the period.

Depreciation and amortization expense for the period was $69 million compared to $55 million for the same period in 2015. The increase in depreciation expense arose from acquisitions during the past 12 months, expansionary capital expenditure programs and higher asset values as a result of our annual revaluation process.

Deferred taxes and other items for the period were a loss of $21 million compared to a loss of $13 million for the same period in 2015. The variance is predominantly associated with a volume discount rebate provided to a customer at our Australian rail operations.

Energy Operations

Our energy segment is comprised of systems that provide transportation, storage and distribution services. Profitability is based on the volume and price achieved for the provision of these services. This operating segment is comprised of businesses that are subject to light regulation, such as our natural gas transmission business whose services are subject to price ceilings, and businesses that are essentially unregulated like our district energy operations. Energy businesses typically have high barriers to entry as a result of significant fixed costs combined with economies of scale or unique positions in their local markets. Our energy segment is expected to benefit from forecasted increases in demand for energy. Although these businesses have greater sensitivity to market prices and volume than our utilities segment, revenues are typically generated under contracts with varying durations and are relatively stable.

Our objectives for our energy segment are to provide safe and reliable service to our customers and to satisfy their growth requirements by increasing the utilization of our assets and expanding our capacity in a capital efficient manner. If we do so, we will be able to charge an appropriate price for our services and earn an attractive return on the capital that we have deployed as well as the capital that we will invest to increase the capacity of our operations. Our performance can be measured by our revenue growth, our Adjusted EBITDA margin and our AFFO.

Our energy segment is comprised of the following:

Energy Transmission, Distribution and Storage

- Approximately 15,000 kilometres of natural gas transmission pipelines
- 600 billion cubic feet ("bcf") of natural gas storage in the U.S. and Canada

District Energy

- Delivers 2,870,000 pounds per hour of heating and 255,000 tons of cooling capacity to North American customers, as well as in Australia where we provide heating, cooling and distributed water and sewage services to approximately 3,000 customers

Results of Operations

The following table presents our proportionate share of the key metrics of our energy segment:

US$ MILLIONS	For the three-month period ended September 30		For the nine-month period ended September 30	
	2016	2015	**2016**	2015
Growth capital expenditures	**$ 18**	$ 7	**$ 51**	$ 20
Adjusted EBITDA margin[1]	**52%**	47%	**55%**	48%
Funds from operations (FFO)	**40**	19	**123**	70
Maintenance capital	**(23)**	(15)	**(43)**	(31)
Adjusted funds from operations (AFFO)	**$ 17**	$ 4	**$ 80**	$ 39

1. *Adjusted EBITDA margin is Adjusted EBITDA divided by revenues.*

For the three months ended September 30, 2016, our energy segment generated FFO of $40 million compared to $19 million for the same period in the prior year due to an increased ownership interest and a reduction in interest expense at our North American natural gas transmission business as well as the contribution from the acquisition of our North American gas storage business completed in the period.

The following table presents our energy segment's proportionate share of financial results:

US$ MILLIONS	For the three-month period ended September 30		For the nine-month period ended September 30	
	2016	2015	**2016**	2015
Revenue	**$ 123**	$ 81	**$ 365**	$ 259
Cost attributable to revenues	**(59)**	(43)	**(163)**	(135)
Adjusted EBITDA	**64**	38	**202**	124
Interest expense	**(26)**	(20)	**(82)**	(56)
Other income	**2**	1	**3**	2
Funds from operations (FFO)	**40**	19	**123**	70
Depreciation and amortization	**(32)**	(11)	**(92)**	(33)
Deferred taxes and other items	**(13)**	(10)	**(16)**	(20)
Net (loss) income	**$ (5)**	$ (2)	**$ 15**	$ 17

The following table presents proportionate Adjusted EBITDA and FFO for each business in this operating segment:

	Adjusted EBITDA				FFO			
	For the three-month period ended September 30		For the nine-month period ended September 30		For the three-month period ended September 30		For the nine-month period ended September 30	
	2016	2015	**2016**	2015	**2016**	2015	**2016**	2015
Energy Transmission, Distribution & Storage	**$ 50**	$ 24	**$ 164**	$ 89	**$ 28**	$ 7	**$ 90**	$ 40
District Energy	**14**	14	**38**	35	**12**	12	**33**	30
Total	**$ 64**	$ 38	**$ 202**	$ 124	**$ 40**	$ 19	**$ 123**	$ 70

Our energy transmission, distribution and storage operations reported Adjusted EBITDA and FFO of $50 million and $28 million, respectively, versus $24 million and $7 million, respectively, in the comparative period. Adjusted EBITDA and FFO increased versus prior year as a result of our increased ownership, interest savings associated with de-leveraging and higher transportation volumes, all at our North American natural gas transmission operation, as well as a partial contribution from the acquisition of our North American gas storage business completed in the period.

Our district energy business contributed Adjusted EBITDA and FFO of $14 million and $12 million, respectively, for the third quarter of 2016, consistent with the comparative period. Adjusted EBITDA and FFO was in-line with the prior year as the benefit of adding 1,400 residential connections and renewing 15 commercial customers was offset by the impact of foreign exchange.

Depreciation and amortization expense was $32 million for the current quarter compared to $11 million in the comparative period. The increase is primarily due to additional depreciation as a result of our annual revaluation process, increased ownership in our North American natural gas transmission business and acquisitions over the past 12 months.

Deferred taxes and other items for the period were a loss of $13 million compared to a loss of $10 million for the same period in 2015. The $3 million variance is primarily due to transaction costs related to the acquisition of our North American gas storage business in the period.

Communications Infrastructure Operations

Our communications infrastructure segment provides essential services and critical infrastructure to the media broadcasting and telecom sectors. These services and access to infrastructure are contracted on a long-term basis with tariff escalation mechanisms. Our telecom customers will pay upfront and recurring fees to lease space on our towers to host their equipment. Our broadcasting customers will pay us fees for transmitting television and radio content to the end user.

The key objective for this segment is to deploy capital to capture increased demand for densification from mobile network operators and to acquire towers and other infrastructure that are non-core to such operators. Our performance will be measured by growth in our Adjusted EBITDA.

The segment is comprised of approximately 7,000 multi-purpose towers and active rooftop sites and 5,000 km of fibre backbone located in France. These operations generate stable, inflation linked cash flows underpinned by long-term contracts with large, prominent customers in France.

Results of Operations

The following table presents our proportionate share of the key metrics of our communications infrastructure segment:

US$ MILLIONS	For the three-month period ended September 30		For the nine-month period ended September 30	
	2016	2015	**2016**	2015
Growth capital expenditures	**$ 8**	$ 5	**$ 19**	$ 10
Adjusted EBITDA margin[1]	**58%**	55%	**54%**	54%
Funds from operations (FFO)	**19**	20	**57**	40
Maintenance capital	**(2)**	(2)	**(7)**	(4)
Adjusted funds from operations (AFFO)	**$ 17**	$ 18	**$ 50**	$ 36

1. *Adjusted EBITDA margin is Adjusted EBITDA divided by revenues.*

The following table presents our communications infrastructure segment's proportionate share of financial results:

For the three months ended September 30, 2016, our communications infrastructure segment generated FFO of $19 million, which is relatively consistent with the prior year.

	For the three-month period ended September 30		For the nine-month period ended September 30	
US$ MILLIONS	**2016**	2015	**2016**	2015
Revenue	**$ 40**	$ 40	**$ 123**	$ 82
Cost attributable to revenues	**(17)**	(18)	**(56)**	(38)
Adjusted EBITDA	**23**	22	**67**	44
Interest expense	**(4)**	(2)	**(9)**	(4)
Other expenses	**—**	—	**(1)**	—
Funds from operations (FFO)	**19**	20	**57**	40
Depreciation and amortization	**(19)**	(15)	**(57)**	(31)
Deferred taxes and other items	**1**	(3)	**3**	(2)
Net income	**$ 1**	$ 2	**$ 3**	$ 7

For the three months ended September 30, 2016, our communications infrastructure segment generated Adjusted EBITDA and FFO of $23 million and $19 million, respectively, versus $22 million and $20 million, respectively, in the prior year. Adjusted EBITDA increased compared to the prior year as a result of new points of presence installed on our infrastructure. FFO decreased compared to the prior year as a result of higher interest costs associated with the long-term financing put in place during the first half of 2016.

Depreciation and amortization expense was $19 million for the current quarter, up from $15 million in the comparative period. The increase is primarily due to higher asset values as a result of our annual revaluation process.

Corporate and other

The following table presents the components of corporate and other, on a proportionate basis:

	For the three-month period ended September 30		For the nine-month period ended September 30	
US$ MILLIONS	**2016**	2015	**2016**	2015
General and administrative costs	**$ (2)**	$ (2)	**$ (6)**	$ (6)
Base Management Fee	**(43)**	(28)	**(116)**	(93)
Adjusted EBITDA	**(45)**	(30)	**(122)**	(99)
Other income	**20**	6	**67**	21
Financing costs	**(13)**	(7)	**(36)**	(18)
Funds from operations (FFO)	**(38)**	(31)	**(91)**	(96)
Deferred taxes and other items	**54**	49	**94**	90
Net income (loss)	**$ 16**	$ 18	**$ 3**	$ (6)

General and administrative costs for the period ended September 30, 2016 were in-line with prior year at $2 million.

Pursuant to our Master Services Agreement, we pay Brookfield an annual Base Management Fee equal to 1.25% of our market value, plus recourse debt net of cash. The Base Management Fee increased from prior year due to a larger market capitalization from capital raised in the last 12 months to fund new investments and a higher unit price.

Other income includes interest and distribution income earned on corporate financial assets, in addition to realized gains or losses on corporate financial assets. The increase during the quarter ended September 30, 2016 versus the comparative period is primarily due to investments made in higher yielding financial assets during the past 12 months.

Corporate financing costs include interest expense and standby fees on our committed credit facility and corporate medium term notes, less interest earned on cash balances. Financing costs increased year-over-year due to increased borrowings used to finance new investments.

Deferred taxes and other expenses for the three months ended September 30, 2016 were a gain of $54 million compared to a gain of $49 million for the same period in 2015. Deferred taxes and other items in the current period are the result of a gain on our Asciano toehold investment, partially offset by the impact of foreign exchange from our hedging program compared to last year. The comparative period consists primarily of revaluation items relating to foreign exchange hedging activities at the corporate level.

SELECTED STATEMENT OF OPERATING RESULTS AND FINANCIAL POSITION INFORMATION

To measure performance, we focus on FFO and AFFO, among other measures. We also focus on Adjusted EBITDA and net income, taking into account items that we consider unusual or otherwise not reflective of the ongoing Profitability of our operations. We define FFO as net income excluding the impact of depreciation and amortization, deferred income taxes, breakage and transaction costs, non-cash valuation gains or losses and other items. We define AFFO as FFO less maintenance capex, as detailed in the Reconciliation of Non IFRS Financial Measures section of this MD&A. FFO is a measure of operating performance, and AFFO is a measure of the sustainable cash flow of our business. Since they are not calculated in accordance with, and do not have any standardized meanings prescribed by, IFRS, FFO and AFFO are unlikely to be comparable to similar measures presented by other issuers and FFO and AFFO have limitations as analytical tools. See the Reconciliation of Non IFRS Financial Measures section for a more fulsome discussion, including a reconciliation to the most directly comparable IFRS measures.

	For the three-month period ended September 30		For the nine-month period ended September 30	
US$ MILLIONS, EXCEPT PER UNIT INFORMATION	**2016**	2015	**2016**	2015
Funds from operation (FFO)	**$ 235**	$ 210	**$ 699**	$ 604
Per unit FFO(1)	**0.68**	0.61	**2.02**	1.80
Distributions per unit	**0.39**	0.35	**1.15**	1.06
Payout ratio(2)	**68%**	67%	**67%**	67%
Adjusted funds from operations (AFFO)(3)	**183**	171	**581**	508

1. *Average units outstanding during the three and nine month periods of 345.3 million and 345.2 million, respectively (2015: 346.4 million and 334.8 million, respectively).*
2. *Payout ratio is defined as distributions paid (inclusive of GP incentive distributions and preferred units) divided by FFO.*
3. *AFFO is defined as FFO less maintenance capital expenditures.*

For the three month period ended September 30, 2016 we recorded FFO of $235 million ($0.68 per unit) compared to FFO of $210 million ($0.61 per unit) in the prior year. Results increased by 12% on a per unit basis compared to 2015 as a result of organic growth across most of our businesses and incremental earnings on capital that we deployed over the past year partially offset by the impact of foreign exchange. Distributions per unit of $0.39 were paid, representing a 7.5% increase from the second quarter of 2016 and an 11% increase from prior year. The third quarter distribution represented a payout ratio of 68%, which is well within our long-term target range of 60-70%.

The following tables present selected statements of operating results and financial position information by operating segment on a proportionate basis:

US$ MILLIONS **Statements of Operating Results**	For the three-month period ended September 30 **2016**	2015	For the nine-month period ended September 30 **2016**	2015
Net income (loss) by segment				
Utilities	**$ 44**	$ 70	**$ 113**	$ 150
Transport	**22**	35	**178**	105
Energy	**(5)**	(2)	**15**	17
Communications Infrastructure	**1**	2	**3**	7
Corporate and other	**16**	18	**3**	(6)
Net income	**$ 78**	$ 123	**$ 312**	$ 273
Adjusted EBITDA by segment				
Utilities	**$ 131**	$ 133	**$ 399**	$ 391
Transport	**162**	142	**441**	424
Energy	**64**	38	**202**	124
Communications Infrastructure	**23**	22	**67**	44
Corporate and other	**(45)**	(30)	**(122)**	(99)
Adjusted EBITDA	**$ 335**	$ 305	**$ 987**	$ 884
FFO by segment				
Utilities	**$ 102**	$ 99	**$ 302**	$ 287
Transport	**112**	103	**308**	303
Energy	**40**	19	**123**	70
Communications Infrastructure	**19**	20	**57**	40
Corporate and other	**(38)**	(31)	**(91)**	(96)
FFO	**$ 235**	$ 210	**$ 699**	$ 604

US$ MILLIONS **Statements of Financial Position**	As of **September 30, 2016**	December 31, 2015
Total assets by segment		
Utilities	**$ 4,883**	$ 4,723
Transport	**6,231**	5,338
Energy	**2,897**	2,744
Communications Infrastructure	**856**	824
Corporate and other	**(706)**	(196)
Total assets	**$ 14,161**	$ 13,433
Net debt by segment		
Utilities	**$ 2,954**	$ 2,721
Transport	**2,747**	2,118
Energy	**1,449**	1,735
Communications Infrastructure	**404**	386
Corporate and other	**1,185**	1,094
Net Debt	**$ 8,739**	$ 8,054
Partnership capital by segment		
Utilities	**$ 1,929**	$ 2,002
Transport	**3,484**	3,220
Energy	**1,448**	1,009
Communications Infrastructure	**452**	438
Corporate and other	**(1,891)**	(1,290)
Partnership capital	**$ 5,422**	$ 5,379

CAPITAL RESOURCES AND LIQUIDITY

We maintain sufficient liquidity at all times to participate in attractive opportunities as they arise, withstand sudden adverse changes in economic circumstances and maintain a relatively high payout of our FFO to unitholders. Our principal sources of liquidity are cash flows from our operations, undrawn credit facilities and access to public and private capital markets. We may, from time to time, invest in financial assets comprised mainly of liquid equity and debt infrastructure securities in order to earn attractive short term returns and for strategic purposes. Certain subsidiaries may be subject to limitations on their ability to declare and pay dividends. Any limitations existing at September 30, 2016 and December 31, 2015 were insignificant and would not adversely impact our ability to meet cash obligations.

Our total liquidity was approximately $3 billion at September 30, 2016 and was comprised of the following:

	As of	
US$ MILLIONS	**September 30, 2016**	December 31, 2015
Corporate cash and cash equivalents	**$ 326**	$ 286
Committed corporate credit facility	**1,975**	1,875
Subordinate corporate credit facility	**500**	500
Draws on corporate credit facility	**(482)**	(407)
Commitments under corporate credit facility	**(49)**	(83)
Proportionate cash retained in businesses	**345**	257
Proportionate availability under subsidiary credit facilities	**434**	472
Total liquidity	**$ 3,049**	$ 2,900

We finance our assets principally at the operating company level with debt that generally has long-term maturities, few restrictive covenants and no recourse to either Brookfield Infrastructure or our other operations. On a proportionate basis as of September 30, 2016, scheduled principal repayments over the next five years are as follows:

US$ MILLIONS	Average term (years)	2016	2017	2018	2019	2020	Beyond	Total
Recourse borrowings								
Corporate borrowings	4	$ —	$ 305	$ 95	$ —	$286	$ 825	**$ 1,511**
Total recourse borrowings	4	—	305	95	—	286	825	**1,511**
Non-recourse borrowing[1]								
Utilities								
Regulated Distribution	12	—	—	—	—	—	1,152	**1,152**
Electricity Transmission	12	7	22	5	6	6	792	**838**
Regulated Terminal	6	—	—	—	55	162	822	**1,039**
	10	7	22	5	61	168	2,766	**3,029**
Transport								
Rail	7	3	29	25	24	101	884	**1,066**
Toll Roads	9	143	189	106	112	79	740	**1,369**
Ports	5	16	63	22	100	183	125	**509**
	8	162	281	153	236	363	1,749	**2,944**
Energy								
Energy Transmission, Distribution & Storage	5	47	649	—	361	—	229	**1,286**
District Energy	11	4	33	2	2	2	160	**203**
	6	51	682	2	363	2	389	**1,489**
Communications Infrastructure								
Telecommunications Infrastructure	7	—	—	39	—	66	332	**437**
	7	—	—	39	—	66	332	**437**
Total non-recourse borrowings[1]	8	220	985	199	660	599	5,236	**7,899**
Total borrowings[2]	8	220	1,290	294	660	885	6,061	**9,410**
Cash retained in businesses								
Utilities								**$ 75**
Transport								**197**
Energy								**40**
Communications Infrastructure								**33**
Corporate & Other								**326**
Total cash retained								**$ 671**
Net debt								
Utilities								**2,954**
Transport								**2,747**
Energy								**1,449**
Communications Infrastructure								**404**
Corporate & Other								**1,185**
Total net debt								**8,739**
Total net debt		**2%**	**14%**	**3%**	**7%**	**9%**	**65%**	**100%**

1. *Represents non-recourse debt to Brookfield Infrastructure as the holders have recourse only to the underlying operations.*
2. *As of September 30, 2016, approximately 20% of total borrowings has been issued as floating rate debt. Brookfield Infrastructure and its subsidiaries have entered into interest rate swaps whereby the floating rate debt has been converted to fixed rate debt, effectively reducing floating rate debt maturities to approximately 15% of total borrowings. Excluding working capital and capital expenditure facilities, floating rate debt maturities approximate 14% of our total borrowings, inclusive of the impact of interest rate swaps.*

Our debt has an average term of 8 years. On a proportionate basis, our net debt-to-capitalization ratio as of September 30, 2016 was 62%. The weighted average cash interest rate is 5.2% for the overall business (September 30, 2015: 5.8%), in which our utilities, transport, energy, communications infrastructure and corporate segments were 4.1%, 7.5%, 7.2%, 2.6% and 2.9%, respectively (September 30, 2015: 5.4%, 6.5%, 6.8%, 2.2% and 3.3%, respectively).

Proportionate debt can be reconciled to consolidated debt as follows:

US$ MILLIONS	As of September 30, 2016	As of December 31, 2015
Consolidated debt	**$ 8,800**	$ 7,232
Add: proportionate share of debt of investments in associates:		
Utilities	**724**	643
Transport	**1,151**	764
Energy	**1,148**	1,462
Communications Infrastructure	**437**	423
Add: proportionate share of debt directly associated with assets held for sale	**129**	206
Less: debt attributable to non-controlling interest	**(2,612)**	(1,662)
Premium on debt and cross currency swaps	**(367)**	(471)
Proportionate debt	**$ 9,410**	$ 8,597

CONTRACTUAL OBLIGATIONS

The table below outlines Brookfield Infrastructure's contractual obligations as of September 30, 2016:

US$ MILLIONS	Total	Payments due by period: Less than 1 year	1-2 years	2-5 years	5+ years
Accounts payable and other liabilities	**$ 765**	**$ 602**	**$ 36**	**$ 15**	**$ 112**
Interest-bearing liabilities[(1)]	**10,994**	**524**	**804**	**2,904**	**6,762**
Finance lease liabilities	**69**	**—**	**—**	**—**	**69**
Other long-term liabilities	**253**	**7**	**103**	**3**	**140**
	$12,081	**$ 1,133**	**$ 943**	**$ 2,922**	**$ 7,083**

1. *Comprised of non-recourse borrowings and corporate borrowings and includes interest payments of $269 million, $290 million, $752 million and $950 million for the periods as follows: less than 1 year, 1-2 years, 2-5 years and 5 years and thereafter, respectively. Interest payments are calculated based on interest rates in effect as at the balance sheet date.*

In addition, pursuant to the Master Services Agreement, on a quarterly basis we pay a Base Management Fee to Brookfield equal to 0.3125% (1.25% annually) of the market value, plus non-recourse debt of the partnership. Based on the market value of the partnership as of September 30, 2016, this fee is estimated to be approximately $172 million per year based on our current capitalization and unit price.

An integral part of the partnership's strategy is to participate with institutional investors in Brookfield-sponsored private infrastructure funds that target acquisitions that suit Brookfield Infrastructure's profile. In the normal course of business, the partnership has made commitments to Brookfield-sponsored private infrastructure funds to participate in these target acquisitions in the future, if and when identified.

FINANCIAL INSTRUMENTS – FOREIGN CURRENCY HEDGING STRATEGY

To the extent that we believe it is economical to do so, our strategy is to hedge a portion of our equity investments and/or cash flows exposed to foreign currencies. The following key principles form the basis of our foreign currency hedging strategy:

- We leverage any natural hedges that may exist within our operations
- We utilize local currency debt financing to the extent possible
- We may utilize derivative contracts to the extent that natural hedges are insufficient

The following table presents our hedged position in foreign currencies as of September 30, 2016:

US$ MILLIONS	Net Investment Hedges USD	AUD	GBP	BRL	CLP	CAD	EUR	COP	PEN	INR
Net equity investment – US$	$ 396	$ 1,659	$ 993	$1,514	$ 134	$ (133)	$ 639	$ 61	$ 116	$ 43
FX contracts – US$	3,503	(1,659)	(993)	—	—	(242)	(609)	—	—	—
Net unhedged – US$	$3,899	$ —	$ —	$1,514	$ 134	$ (375)	$ 30	$ 61	$ 116	$ 43
% of equity investment hedged	N/A	100%	100%	— %	— %	100%	95%	— %	— %	— %

At September 30, 2016, we had hedges in place equal to approximately 70% of our net equity investment in foreign currencies. For the three month period ended September 30, 2016, we recorded losses in comprehensive income of $28 million related to these contracts.

CAPITAL REINVESTMENT

Our financing plan is to fund our recurring growth capital expenditures with cash flow generated by our operations, as well as debt financing that is sized to maintain our credit profile. To fund large scale development projects and acquisitions, we will evaluate a variety of capital sources including proceeds from the sale of non-core assets, as well as equity and debt financings.

The following table highlights the sources and uses of cash for the year:

US$ MILLIONS	For the three-month period ended September 30 2016	2015	For the nine-month period ended September 30 2016	2015
Funds from operations (FFO)	**$ 235**	$ 210	**$ 699**	$ 604
Maintenance capital	**(52)**	(39)	**(118)**	(96)
Funds available for distribution (AFFO)	**183**	171	**581**	508
Distributions paid	**(160)**	(140)	**(466)**	(406)
Funds available for reinvestment	**23**	31	**115**	102
Growth capital expenditures	**(222)**	(162)	**(596)**	(433)
Debt funding of growth capex	**124**	82	**338**	246
Asset level financings (repayments)	**25**	42	**18**	(200)
New investments, net of disposals	**341**	11	**(178)**	(475)
(Repayments) draws on corporate credit facility	**(712)**	—	**75**	(246)
Partnership unit issuances, net of repurchases	**8**	(58)	**13**	892
Proceeds from debt issuance	**—**	—	**—**	360
Proceeds from preferred shares issuance	**186**	—	**186**	96
Changes in working capital and other	**47**	(42)	**157**	(52)
Change in proportionate cash	**(180)**	(96)	**128**	290
Opening, proportionate cash	**851**	1,083	**543**	697
Closing, proportionate cash	**$ 671**	$ 987	**$ 671**	$ 987

The following table presents the components of growth capital expenditures by operating segment:

US$ MILLIONS	For the three-month period ended September 30 2016	2015	For the nine-month period ended September 30 2016	2015
Growth capital expenditures by segment				
Utilities	**$ 92**	$ 72	**$ 315**	$ 191
Transport	**104**	78	**211**	212
Energy	**18**	7	**51**	20
Communications infrastructure	**8**	5	**19**	10
	$ 222	$ 162	**$ 596**	$ 433

Growth capital expenditures for the three months ended September 30, 2016 were $222 million, an increase of $60 million or 37% versus the same period in 2015. The increase in growth capital expenditure is associated with higher connections activity and our investment in our smart meter program at our UK regulated distribution business, increased ownership in our South American toll road business and capital deployed at our Australian district energy business. These items were partially offset by the depreciation of most foreign currencies versus the U.S. dollar relative to the prior year.

The following table presents the components of maintenance capital expenditures by operating segment:

	Quarterly Estimated Sustaining Capex		Actual Capex			
			For the three-month period ended September 30		For the nine-month period ended September 30	
US$ MILLIONS	**Low**	**High**	**2016**	2015	**2016**	2015
Maintenance capital expenditures by segment						
Utilities	**$ 3**	**$ 4**	**$ 3**	$ 3	**$ 9**	$ 7
Transport	**29**	**31**	**24**	19	**59**	54
Energy	**16**	**18**	**23**	15	**43**	31
Communications Infrastructure	**1**	**3**	**2**	2	**7**	4
	$ 49	**$ 56**	**$ 52**	$ 39	**$ 118**	$ 96

We estimate annual maintenance capital expenditures to be $10-15 million, $115-125 million, $65-75 million, and $5-10 million for our utilities, transport, energy, and communication infrastructure segments, respectively, for a total range between $195-225 million. For the three month period ended September 30, 2016 our maintenance capital expenditures were in-line with the lower end of our quarterly estimated range.

PARTNERSHIP CAPITAL

The total number of partnership units outstanding in the Holding LP was comprised of the following:

	As of	
	September 30, 2016	December 31, 2015
Redeemable Partnership Units, held by Brookfield	**100,261,899**	100,261,899
General Partnership Units	**1,600,392**	1,600,392
Limited Partnership Units	**243,639,759**	243,244,807
Total	**345,502,050**	345,107,098

An affiliate of Brookfield in its capacity as the special limited partner of the Holding LP is entitled to incentive distributions which are based on the amount by which quarterly distributions on the limited partnership units exceed specified target levels. To the extent distributions on limited partnership units exceed $0.203 per quarter, the incentive distribution rights entitle the special limited partner to 15% of incremental distributions above this threshold to $0.22 per unit.

To the extent that distributions on limited partnership units exceed $0.22 per unit, the incentive distribution rights entitled the special limited partner to 25% of incremental distributions above this threshold. During the three and nine months ended September 30, 2016, an incentive distribution of $21 million and $59 million, respectively, was paid to the general partner (for the three and nine months ended September 30, 2015: $17 million and $49 million, respectively).

RELATED PARTY TRANSACTIONS

In the normal course of operations, Brookfield Infrastructure entered into the transactions below with related parties. These transactions have been measured at fair value and are recognized in the consolidated interim and condensed financial statements.

The immediate parent of Brookfield Infrastructure is the partnership. The ultimate parent of Brookfield Infrastructure is Brookfield. Other related parties of Brookfield Infrastructure represent its subsidiary and operating entities.

a) Transactions with the immediate parent

Throughout the year, the General Partner, in its capacity as the partnership's general partner, incurs director fees, a portion of which are charged at cost to the partnership in accordance with the limited partnership agreement. Less than $1 million in director fees were incurred during the three and nine months ended September 30, 2016 (2015: less than $1 million).

b) Transactions with other related parties

Since inception, Brookfield Infrastructure has had a management agreement with its external service providers, wholly-owned subsidiaries of Brookfield.

Pursuant to the Master Services Agreement, on a quarterly basis, Brookfield Infrastructure pays a base management fee, referred to as the Base Management Fee, to the Service Provider equal to 0.3125% per quarter (1.25% annually) of the market value of the partnership. The Base Management Fee was $43 million and $116 million for the three and nine months ended September 30, 2016 ($28 million and $93 million for the three and nine months ended September 30, 2015).

For purposes of calculating the Base Management Fee, the market value of the partnership is equal to the aggregate value of all the outstanding limited partnership units of the partnership (assuming full conversion of Brookfield's Redeemable Partnership Units in Brookfield Infrastructure into limited partnership units of the partnership), preferred limited partnership units and securities of the other Service Recipients (as defined in Brookfield Infrastructure's Master Services Agreement) that are not held by Brookfield Infrastructure, plus all outstanding third party debt with recourse to a Service Recipient, less all cash held by such entities.

Brookfield Infrastructure has placed funds on deposit with Brookfield. Interest earned on the deposits is at market terms. At September 30, 2016, Brookfield Infrastructure's deposit balance with Brookfield was less than $1 million (December 31, 2015: less than $1 million) and earned interest of less than $1 million and less than $1 million for the three and nine months ended September 30, 2016 (less than $1 million and less than $1 million for the three and nine months ended September 30, 2015).

Brookfield Infrastructure's North American district energy operation provides heating and cooling services and leases office space with subsidiaries of Brookfield Office Properties Inc. The North American district energy operation also utilizes consulting and engineering services provided by a wholly-owned subsidiary of Brookfield. For the three and nine months ended September 30, 2016, revenues of less than $1 million were generated (2015: $1 million) and expenses of less than $1 million were incurred (2015: less than $1 million).

Brookfield Infrastructure utilizes a wholly-owned subsidiary of Brookfield to negotiate and purchase insurance and assess the adequacy of insurance on behalf of the partnership and certain subsidiaries. During the three and nine months ended September 30, 2016, Brookfield Infrastructure paid less than $1 million for these services (2015: less than $1 million).

Brookfield Infrastructure's Colombian regulated distribution business purchases electricity from and distributes electricity on behalf of a subsidiary of Brookfield Renewable Partners L.P. as part of its normal course of operation. For the three and nine months ended September 30, 2016, revenues of less than $1 million were generated (2015: $nil) and expenses of $4 million and $9 million, respectively, were incurred (2015: $nil).

During the third quarter of 2016 Brookfield Infrastructure sold a portion of its interest in a financial asset to a Brookfield sponsored infrastructure fund of which Brookfield Infrastructure is a limited partner. In conjunction with these transactions, Brookfield Infrastructure received $50 million, representing the original cost of the investment plus a notional interest charge or fair market value. Accordingly, no gain or loss was recorded in the Statement of Operating Results.

OFF-BALANCE SHEET ARRANGEMENTS:

Brookfield Infrastructure has no off-balance sheet arrangements.

Brookfield Infrastructure, on behalf of our subsidiaries, provides letters of credit, which include, but are not limited to, guarantees for debt service reserves, capital reserves, construction completion and performance. As of September 30, 2016, letters of credit issued by subsidiaries of Brookfield Infrastructure amounted to $49 million (December 31, 2015: $83 million).

In the normal course of operations, we execute agreements that provide for indemnification and guarantees to third parties in transactions such as business dispositions and acquisitions, construction projects, capital projects, and sales and purchases of assets and services. We have also agreed to indemnify our directors and certain of our officers and employees. The nature of substantially all of the indemnification undertakings prevents us from making a reasonable estimate of the maximum potential amount that we could be required to pay third parties, as many of the agreements do not specify a maximum amount and the amounts are dependent upon the outcome of future contingent events, the nature and likelihood of which cannot be determined at this time. Historically, we have made no significant payments under such indemnification agreements.

RECONCILIATION OF NON-IFRS FINANCIAL MEASURES

To measure performance, amongst other measures, we focus on FFO. We define FFO as net income excluding the impact of depreciation and amortization, deferred income taxes, breakage and transaction costs, non-cash valuation gains or losses and other items. FFO is a measure of operating performance that is not calculated in accordance with, and does not have any standardized meaning prescribed by IFRS. FFO is therefore unlikely to be comparable to similar measures presented by other issuers. FFO has limitations as an analytical tool:

- FFO does not include depreciation and amortization expense, because we own capital assets with finite lives, depreciation and amortization expense recognizes the fact that we must maintain or replace our asset base in order to preserve our revenue generating capability;
- FFO does not include deferred income taxes, which may become payable if we own our assets for a long period of time;
- FFO does not include any non-cash fair value adjustments or mark-to-market adjustments recorded to net income.

Because of these limitations, FFO should not be considered as the sole measure of our performance and should not be considered in isolation from, or as a substitute for, analysis of our results as reported under IFRS. However, FFO is a key measure that we use to evaluate the performance of our operations and forms the basis for the partnership's distribution policy.

When viewed with our IFRS results, we believe that FFO provides a more complete understanding of factors and trends affecting our underlying operations. FFO allows us to evaluate our businesses on the basis of cash return on invested capital by removing the effect of non-cash and other items. We add back depreciation and amortization to remove the implication that our assets decline in value over time since we believe that the value of most of our assets will typically increase over time provided we make all necessary maintenance expenditures.

We add back deferred income taxes because we do not believe this item reflects the present value of the actual cash tax obligations we will be required to pay, particularly if our operations are held for a long period of time. We add back non-cash valuation gains or losses recorded in net income as these are non-cash in nature and indicate a point in time approximation of value on long-term items. We also add back breakage and transaction costs as they are capital in nature.

In addition, we focus on adjusted funds from operations or AFFO, which is defined as FFO less maintenance capital expenditures. Management uses AFFO as a measure of long-term sustainable cash flow.

We also use Adjusted EBITDA as a measure of performance. We define Adjusted EBITDA as FFO excluding the impact of interest expense, cash taxes and other income (expense).

The following table reconciles FFO and AFFO to the most directly comparable IFRS measure, which is net income. We urge you to review the IFRS financial measures within the MD&A and to not rely on any single financial measure to evaluate the partnership.

	For the three-month period ended September 30		**For the nine-month period ended September 30**	
US$ MILLIONS	**2016**	2015	**2016**	2015
Net income attributable to partnership[1]	**$ 78**	$ 123	**$ 312**	$ 273
Add back or deduct the following:				
Depreciation and amortization	**158**	119	**448**	344
Deferred income taxes	**(18)**	(11)	**(31)**	(3)
Mark-to-market on hedging items and other	**17**	(21)	**(30)**	(10)
FFO	**235**	210	**699**	604
Maintenance capital expenditures	**(52)**	(39)	**(118)**	(96)
AFFO	**$ 183**	$ 171	**$ 581**	$ 508

1. *Includes net income attributable to non-controlling interests – Redeemable Partnership Units held by Brookfield, general partner and limited partners.*

The difference between net income and FFO is primarily attributable to depreciation and amortization, mark-to-market on hedging items and deferred income taxes during the period.

The following table reconciles FFO per unit to the most directly comparable IFRS measure, which is earnings per limited partnership unit. We urge you to review the IFRS financial measures within the MD&A and to not rely on any single financial measure to evaluate the partnership.

US$ MILLIONS	For the three-month period ended September 30 2016	2015	For the nine-month period ended September 30 2016	2015
Earnings per limited partnership unit	**$ 0.16**	$ 0.31	**$ 0.73**	$ 0.67
Add back or deduct the following:				
Depreciation and amortization	**0.46**	0.34	**1.30**	1.03
Deferred income taxes	**(0.05)**	(0.03)	**(0.09)**	(0.01)
Mark-to-market on hedging items and other	**0.11**	(0.01)	**0.08**	0.11
FFO per unit	**$ 0.68**	$ 0.61	**$ 2.02**	$ 1.80

Reconciliation of Operating Segments

IFRS 8, Operating Segments, requires operating segments to be determined based on internal reports that are regularly reviewed by the Executive Management and the Board of Directors for the purpose of allocating resources to the segment and to assessing its performance. Key measures used by the Chief Operating Decision Maker (''CODM'') in assessing performance and in making resource allocation decisions are funds from operations (''FFO'') and earnings before interest, tax, depreciation and amortization (''adjusted EBITDA''), which enable the determination of cash return on the equity deployed. FFO is calculated as net income excluding the impact of depreciation and amortization, deferred income taxes, breakage and transaction costs, non-cash valuation gains or losses and other items. Adjusted EBITDA is calculated as FFO excluding the impact of interest expense, cash taxes and other cash income (expenses).

The following tables present each segment's results in the format that management organizes its segments to make operating decisions and assess performance. Each segment is presented on a proportionate basis, taking into account Brookfield Infrastructure's ownership in operations accounted for using the consolidation and equity method whereby the partnership either controls or exercises significant influence over the investment, respectively. These tables reconcile Brookfield Infrastructure's proportionate results to the partnership's consolidated statements of operating results on a line by line basis by aggregating the components comprising the earnings from the partnership's investments in associates and reflecting the portion of each line item attributable to non-controlling interests. See ''Discussion of Segment Reconciling Items'' on page 55 for a reconciliation of segment results to the partnership's statement of operating results in accordance with IFRS.

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2016 US$ MILLIONS	Brookfield Infrastructure's Share: Utilities	Transport	Energy	Comm. Infrastructure	Corporate & Other	Brookfield Infrastructure	Contribution from investment in associates	Attributable to non-controlling interest	As per IFRS financials[1]
Revenues	$ 180	$ 334	$ 123	$ 40	$ —	$ 677	$ (355)	$ 200	$ 522
Costs attributed to revenues	(49)	(172)	(59)	(17)	—	(297)	175	(145)	(267)
General & administrative expenses	—	—	—	—	(45)	(45)	—	—	(45)
Adjusted EBITDA	131	162	64	23	(45)	335	(180)	55	
Other income (expense)	2	(8)	2	—	20	16	7	2	25
Interest expense	(31)	(42)	(26)	(4)	(13)	(116)	51	(33)	(98)
FFO	102	112	40	19	(38)	235	(122)	24	
Depreciation and amortization	(38)	(69)	(32)	(19)	—	(158)	84	(52)	(126)
Deferred taxes	2	16	4	1	(5)	18	(5)	10	23
Mark-to-market on hedging items and other	(22)	(37)	(17)	—	59	(17)	11	43	37
Share of earnings from associates	—	—	—	—	—	—	32	—	32
Net income attributable to non-controlling interest	—	—	—	—	—	—	—	(25)	(25)
Net income (loss) attributable to partnership[2]	$ 44	$ 22	$ (5)	$ 1	$ 16	$ 78	$ —	$ —	$ 78

1. *The above table provides each segment's results in the format that management organizes its segments to make operating decisions and assess performance. Each segment is presented on a proportionate basis, taking into account Brookfield Infrastructure's ownership in operations accounted for using the consolidation and equity methods under IFRS. The above table reconciles Brookfield Infrastructure's proportionate results to the partnership's consolidated statements of operating results on a line by line basis by aggregating the components comprising the earnings from the partnership's investments in associates and reflecting the portion of each line item attributable to non-controlling interests.*
2. *Net income (loss) attributable to the partnership includes net income (loss) attributable to non-controlling interests—Redeemable Partnership Units held by Brookfield, general partners and limited partners.*

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2015 US$ MILLIONS	Brookfield Infrastructure's Share						Contribution from investment in associates	Attributable to non-controlling interest	As per IFRS financials[1]
	Utilities	Transport	Energy	Comm. Infrastructure	Corporate & Other	Brookfield Infrastructure			
Revenues	$ 180	$ 286	$ 81	$ 40	—	$ 587	$ (268)	$ 149	$ 468
Costs attributed to revenues	(47)	(144)	(43)	(18)	—	(252)	138	(85)	(199)
General & administrative expenses	—	—	—	—	(30)	(30)	—	—	(30)
Adjusted EBITDA	133	142	38	22	(30)	305	(130)	64	
Other income (expense)	1	(4)	1	—	6	4	3	(5)	2
Interest expense	(35)	(35)	(20)	(2)	(7)	(99)	36	(27)	(90)
FFO	99	103	19	20	(31)	210	(91)	32	
Depreciation and amortization	(38)	(55)	(11)	(15)	—	(119)	52	(30)	(97)
Deferred taxes	(5)	4	3	4	5	11	(13)	(1)	(3)
Mark-to-market on hedging items and other	14	(17)	(13)	(7)	44	21	34	58	113
Share of earnings from associates	—	—	—	—	—	—	18	—	18
Net income attributable to non-controlling interest	—	—	—	—	—	—	—	(59)	(59)
Net income (loss) attributable to partnership[2]	$ 70	$ 35	$ (2)	$ 2	$ 18	$ 123	$ —	$ —	$ 123

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2016 US$ MILLIONS	Brookfield Infrastructure's Share						Contribution from investment in associates	Attributable to non-controlling interest	As per IFRS financials[1]
	Utilities	Transport	Energy	Comm. Infrastructure	Corporate & Other	Brookfield Infrastructure			
Revenues	**$ 521**	**$ 894**	**$ 365**	**$ 123**	**$ —**	**$ 1,903**	**$ (959)**	**$ 494**	**$ 1,438**
Costs attributed to revenues	**(122)**	**(453)**	**(163)**	**(56)**	**—**	**(794)**	**475**	**(348)**	**(667)**
General & administrative expenses	**—**	**—**	**—**	**—**	**(122)**	**(122)**	**—**	**—**	**(122)**
Adjusted EBITDA	**399**	**441**	**202**	**67**	**(122)**	**987**	**(484)**	**146**	
Other income (expense)	**4**	**(17)**	**3**	**(1)**	**67**	**56**	**15**	**—**	**71**
Interest expense	**(101)**	**(116)**	**(82)**	**(9)**	**(36)**	**(344)**	**141**	**(91)**	**(294)**
FFO	**302**	**308**	**123**	**57**	**(91)**	**699**	**(328)**	**55**	
Depreciation and amortization	**(116)**	**(183)**	**(92)**	**(57)**	**—**	**(448)**	**237**	**(123)**	**(334)**
Deferred taxes	**(6)**	**22**	**9**	**7**	**(1)**	**31**	**(15)**	**19**	**35**
Mark-to-market on hedging items and other	**(67)**	**31**	**(25)**	**(4)**	**95**	**30**	**(36)**	**87**	**81**
Share of earnings from associates	**—**	**—**	**—**	**—**	**—**	**—**	**142**	**—**	**142**
Net income attributable to non-controlling interest	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**(38)**	**(38)**
Net income attributable to partnership[2]	**$ 113**	**$ 178**	**$ 15**	**$ 3**	**$ 3**	**$ 312**	**$ —**	**$ —**	**$ 312**

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2015 US$ MILLIONS	Brookfield Infrastructure's Share						Contribution from investment in associates	Attributable to non-controlling interest	As per IFRS financials[1]
	Utilities	Transport	Energy	Communications Infrastructure	Corporate & Other	Brookfield Infrastructure			
Revenues	$ 520	$ 871	$ 259	$ 82	$ —	$ 1,732	$ (778)	$ 446	$ 1,400
Costs attributed to revenues	(129)	(447)	(135)	(38)	—	(749)	407	(257)	(599)
General & administrative expenses	—	—	—	—	(99)	(99)	—	—	(99)
Adjusted EBITDA	391	424	124	44	(99)	884	(371)	189	
Other income (expense)	3	(11)	2	—	21	15	8	(7)	16
Interest expense	(107)	(110)	(56)	(4)	(18)	(295)	107	(85)	(273)
FFO	287	303	70	40	(96)	604	(256)	97	
Depreciation and amortization	(115)	(165)	(33)	(31)	—	(344)	144	(93)	(293)
Deferred taxes	(21)	7	3	5	9	3	(14)	7	(4)
Mark-to-market on hedging items and other items	(1)	(40)	(23)	(7)	81	10	71	71	152
Share of earnings from associates	—	—	—	—	—	—	55	—	55
Net income attributable to non-controlling interest	—	—	—	—	—	—	—	(82)	(82)
Net income (loss) attributable to partnership[2]	$ 150	$ 105	$ 17	$ 7	$ (6)	$ 273	$ —	$ —	$ 273

The following tables provide each segment's assets in the format that management organizes its segments to make operating decisions and assess performance. Each segment is presented on a proportionate basis, taking into account Brookfield Infrastructure's ownership in operations using consolidation and the equity method whereby the partnership either controls or exercises significant influence over the investment respectively. These tables reconcile Brookfield Infrastructure's proportionate assets to total assets presented on the partnership's consolidated statements of financial position by removing net liabilities contained within investments in associates and reflecting the assets attributable to non-controlling interests, and adjusting for working capital assets which are netted against working capital liabilities.

AS OF SEPTEMBER 30, 2016 US$ MILLIONS	Total Attributable to Brookfield Infrastructure Utilities	Transport	Energy	Communications Infrastructure	Corporate & other	Brookfield Infrastructure	Contribution from investment in associates	Attributable to non-controlling interest	Working capital adjustment	As per IFRS financials[1]
Total assets	**$ 4,883**	**$ 6,231**	**$ 2,897**	**$ 856**	**$ (706)**	**$ 14,161**	**$ (3,035)**	**$ 6,419**	**$ 3,564**	**$ 21,109**

AS OF DECEMBER 31, 2015 US$ MILLIONS	Total Attributable to Brookfield Infrastructure Utilities	Transport	Energy	Communications Infrastructure	Corporate & other	Brookfield Infrastructure	Contribution from investment in associates	Attributable to non-controlling interest	Working capital adjustment	As per IFRS financials[1]
Total assets	$ 4,723	$ 5,338	$ 2,744	$ 824	$ (196)	$ 13,433	$ (3,795)	$ 4,298	$ 3,799	$ 17,735

1. *The above tables provide each segment's assets in the format that management organizes its segments to make operating decisions and assess performance. Each segment is presented on a proportionate basis, taking into account Brookfield Infrastructure's ownership in operations using consolidation and the equity method whereby the partnership either controls or exercises significant influence over the investment respectively. The above table reconciles Brookfield Infrastructure's proportionate assets to total assets presented on the partnership's consolidated statements of financial position by removing net liabilities contained within investments in associates and reflecting the assets attributable to non-controlling interests, and adjusting for working capital assets which are netted against working capital liabilities.*

Discussion of Segment Reconciling Items

The following tables detail and provide discussion, where applicable, of material changes between reporting periods for each operating segment, the reconciliation of contributions from investments in associates and attribution of non-controlling interest in the determination of Adjusted EBITDA, FFO, and net income attributable to the partnership in order to facilitate the understanding of the nature of and changes to reconciling items.

FOR THE THREE MONTH PERIOD ENDED SEPTEMBER 30, 2016 US$ MILLIONS	Utilities	Transport	Energy	Communications Infrastructure	Corporate & Other	Total
Adjustments to items comprising Adjusted EBITDA[1]						
Contributions from investment in associates	**$ (33)**	**$ (80)**	**$ (44)**	**$ (23)**	**$ —**	**$ (180)**
Attribution to non-controlling interest	**36**	**13**	**24**	**—**	**(18)**	**55**
Adjusted EBITDA	**3**	**(67)**	**(20)**	**(23)**	**(18)**	**(125)**
Adjustments to items comprising Adjusted FFO[2]						
Contributions from investment in associates	**8**	**25**	**21**	**4**	**—**	**58**
Attribution to non-controlling interest	**(11)**	**(10)**	**(6)**	**—**	**(4)**	**(31)**
FFO	**—**	**(52)**	**(5)**	**(19)**	**(22)**	**(98)**
Adjustments to items net income attributable to Partnership[3]						
Contributions from investment in associates	**25**	**55**	**23**	**19**	**—**	**122**
Attribution to non-controlling interest	**(25)**	**(3)**	**(18)**	**—**	**22**	**(24)**
Net income attributable to partnership	**$ —**	**$ —**	**$ —**	**$ —**	**$ —**	**$ —**

1. *Revenues, costs attributed to revenues, general and administrative costs.*
2. *Other income, interest expense and cash taxes.*
3. *Depreciation and amortization, deferred taxes, fair value adjustments, other expenses, share of earnings from associates, net income attributable to non-controlling interest.*

FOR THE THREE MONTH PERIOD ENDED SEPTEMBER 30, 2015 US$ MILLIONS	Utilities	Transport	Energy	Communications Infrastructure	Corporate & Other	Total
Adjustments to items comprising Adjusted EBITDA[1]						
Contributions from investment in associates	$ (28)	$ (58)	$ —	$ (22)	$ —	$(108)
Attribution to non-controlling interest	40	15	15	—	(6)	64
Discontinued operations	—	—	(22)	—	—	(22)
Adjusted EBITDA	12	(43)	(7)	(22)	(6)	(66)
Adjustments to items comprising Adjusted FFO[2]						
Contributions from investment in associates	6	15	—	3	—	24
Attribution to non-controlling interest	(13)	(8)	(6)	—	(5)	(32)
Discontinued operations	—	—	15	—	—	15
FFO	5	(36)	2	(19)	(11)	(59)
Adjustments to items net income attributable to Partnership[3]						
Contributions from investment in associates	22	43	—	19	—	84
Attribution to non-controlling interest	(27)	(7)	(9)	—	11	(32)
Discontinued operations	—	—	7	—	—	7
Net income attributable to partnership	$ —	$ —	$ —	$ —	$ —	$ —

1. *Revenues, costs attributed to revenues, general and administrative costs.*
2. *Other income, interest expense and cash taxes.*
3. *Depreciation and amortization, deferred taxes, fair value adjustments, other expenses, share of earnings from associates, net income attributable to non-controlling interest.*

FOR THE NINE MONTH PERIOD ENDED SEPTEMBER 30, 2016 US$ MILLIONS	Utilities	Transport	Energy	Communications Infrastructure	Corporate & Other	Total
Adjustments to items comprising Adjusted EBITDA[1]						
Contributions from investment in associates	**$ (89)**	**$ (192)**	**$ (136)**	**$ (67)**	**$ —**	**$ (484)**
Attribution to non-controlling interest	**113**	**54**	**55**	**—**	**(76)**	**146**
Adjusted EBITDA	**24**	**(138)**	**(81)**	**(67)**	**(76)**	**(338)**
Adjustments to items comprising Adjusted FFO[2]						
Contributions from investment in associates	**20**	**58**	**68**	**10**	**—**	**156**
Attribution to non-controlling interest	**(38)**	**(33)**	**(17)**	**—**	**(3)**	**(91)**
FFO	**6**	**(113)**	**(30)**	**(57)**	**(79)**	**(273)**
Adjustments to items net income attributable to Partnership[3]						
Contributions from investment in associates	**69**	**134**	**68**	**57**	**—**	**328**
Attribution to non-controlling interest	**(75)**	**(21)**	**(38)**	**—**	**79**	**(55)**
Net income attributable to partnership	**$ —**	**$ —**	**$ —**	**$ —**	**$ —**	**$ —**

1. *Revenues, costs attributed to revenues, general and administrative costs.*
2. *Other income, interest expense and cash taxes.*
3. *Depreciation and amortization, deferred taxes, fair value adjustments, other expenses, share of earnings from associates, net income attributable to non-controlling interest.*

FOR THE NINE MONTH PERIOD ENDED SEPTEMBER 30, 2015 US$ MILLIONS	Utilities	Transport	Energy	Communications Infrastructure	Corporate & Other	Total
Adjustments to items comprising Adjusted EBITDA[1]						
Contributions from investment in associates	$ (87)	$ (175)	$ —	$ (44)	$ —	$(306)
Attribution to non-controlling interest	124	48	41	—	(24)	189
Discontinued operations	—	—	(65)	—	—	(65)
Adjusted EBITDA	37	(127)	(24)	(44)	(24)	(182)
Adjustments to items comprising Adjusted FFO[2]						
Contributions from investment in associates	19	47	—	5	—	71
Attribution to non-controlling interest	(45)	(24)	(18)	—	(5)	(92)
Discontinued operations	—	—	44	—	—	44
FFO	11	(104)	2	(39)	(29)	(159)
Adjustments to items net income attributable to Partnership[3]						
Contributions from investment in associates	68	128	—	39	—	235
Attribution to non-controlling interest	(79)	(24)	(23)	—	29	(97)
Discontinued operations	—	—	21	—	—	21
Net income attributable to partnership	$ —	$ —	$ —	$ —	$ —	$ —

1. *Revenues, costs attributed to revenues, general and administrative costs.*
2. *Other income, interest expense and cash taxes.*
3. *Depreciation and amortization, deferred taxes, fair value adjustments, other expenses, share of earnings from associates, net income attributable to non-controlling interest.*

Contributions from investments in associates and joint ventures increased compared to the third quarter of 2015 as additions to rate base and inflation indexation at our Chilean electricity transmission system along with contributions from the increased investment in our Brazilian toll road operation and our North American natural gas transmission operation were partially offset by the impact of foreign exchange associated with the depreciation of the Brazilian reais and Chilean peso.

Attribution to non-controlling interest decreased compared to the third quarter of 2015 as contributions from acquisitions completed over the past 12 months were more than offset by the impact of foreign exchange as the Australian dollar, British pound, Chilean peso and Colombian peso depreciated against the U.S. dollar relative to the prior year.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of financial statements requires management to make critical judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses that are not readily apparent from other sources, during the reporting period. These estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgments made by management and utilized in the normal course of preparing Brookfield Infrastructure's consolidated financial statements are outlined below

Revaluation of property, plant and equipment

Property, plant and equipment is revalued on a regular basis. The critical estimates and assumptions underlying the valuation of property, plant and equipment are set out in note 6. The fair value of the partnership's property, plant, and equipment is measured at fair value on a recurring basis with an effective date of revaluation for all asset classes of December 31, 2015 and 2014. Brookfield Infrastructure determined fair value under the income method with due consideration to significant inputs such as the discount rate, terminal value multiple and overall investment horizon.

Impairment of goodwill and intangibles with indefinite lives

The partnership assesses the impairment of goodwill and intangible assets with indefinite lives by reviewing the value in use or fair value less costs of disposal of the cash generating units to which goodwill or the intangible asset has been allocated. Brookfield Infrastructure uses the following critical assumptions and estimates: the tax circumstances that gave rise to the goodwill, timing and amount of future cash flows expected from the cash generating unit; discount rates; terminal capitalization rates; terminal valuation dates; useful lives and residual values. Other estimates utilized in the preparation of the partnership's financial statements are: depreciation and amortization rates and useful lives; recoverable amount of goodwill and intangible assets; ability to utilize tax losses and other tax measurements

Recently adopted accounting standard amendments

Brookfield Infrastructure applied, for the first time, certain amendments to Standards applicable to Brookfield Infrastructure that became effective January 1, 2016. The impact of adopting these amendments on the partnership's accounting policies and disclosures are as follows:

IAS 16 Property, Plant, and Equipment ("IAS 16") and IAS 38 Intangible Assets ("IAS 38")

IAS 16, Property, Plant, and Equipment ("IAS 16") and IAS 38, Intangible Assets ("IAS 38") were both amended by the IASB as a result of clarifying the appropriate amortization method for intangible assets of service concession arrangements under IFRIC 12, Service Concession Arrangements ("SCAs"). The IASB determined that the issue does not only relate to SCAs but all tangible and intangible assets that have finite useful lives. Amendments to IAS 16 prohibit entities from using a revenue based depreciation method for items of property, plant, and equipment. Similarly, the amendment to IAS 38 introduces a rebuttable presumption that revenue is not an appropriate basis for amortization of an intangible asset, with only limited circumstances where the presumption can be rebutted. Guidance is also introduced to explain that expected future reductions in selling prices could be indicative of a reduction of the future economic benefits embodied in an asset. Amendments to IAS 16 and IAS 38 were applied prospectively resulting in no material impact on Brookfield Infrastructure's interim condensed and consolidated financial statements.

Standards issued not yet adopted

IFRS 15 Revenue from Contracts with Customers ("IFRS 15")

IFRS 15, Revenue from Contracts with Customers ("IFRS 15") specifies how and when revenue should be recognized as well as requiring more informative and relevant disclosures. The Standard supersedes IAS 18, Revenue, IAS 11, Construction Contracts and a number of revenue-related interpretations. IFRS 15 applies to nearly all contracts with customers: the main exceptions are leases, financial instruments and insurance contracts. IFRS 15 must be applied for periods beginning on or after January 1, 2018 with early application permitted. Brookfield Infrastructure is currently evaluating the impact of IFRS 15 on its consolidated financial statements.

IFRS 9 Financial Instruments ("IFRS 9")

In July 2014, the IASB issued the final publication of the IFRS 9 standard, superseding the current IAS 39, Financial Instruments: Recognition and Measurement standard. This standard establishes principles for the financial reporting of financial assets and financial liabilities that will present relevant and useful information to users of financial statements for their assessment of the amounts, timing and uncertainty of an entity's future cash flows. This new standard also includes a new general hedge accounting standard which will align hedge accounting more closely with an entity's risk management activities. It does not fully change the types of hedging relationships or the requirement to measure and recognize ineffectiveness, however, it will provide more hedging strategies that are used for risk management to qualify for hedge accounting and introduce more judgment to assess the effectiveness of a hedging relationship. The standard has a mandatory effective date for annual periods beginning on or after January 1, 2018, with early adoption permitted. Brookfield Infrastructure is currently evaluating the impact of IFRS 9 on its consolidated financial statements.

IFRS 16 *Leases ("IFRS 16")*

The IASB has published a new standard, IFRS 16. The new standard brings most leases on balance sheet for lessees under a single model, eliminating the distinction between operating and finance leases. Lessor accounting however remains largely unchanged and the distinction between operating and finance leases is retained. IFRS 16 supersedes IAS 17, Leases and related interpretations and is effective for periods beginning on or after January 1, 2019, with earlier adoption permitted if IFRS 15 has also been applied. Brookfield Infrastructure is currently evaluating the impact of IFRS 16 on its consolidated financial statements.

CONTROLS AND PROCEDURES

No changes were made in our internal control over financial reporting during the nine months ended September 30, 2016, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Excluded from our evaluation were controls over financial reporting at Patrick Auto, Bulk & General Ports Pty Ltd (referred to as Linx), for which control was acquired on August 18, 2016, Rutas de Lima S.A.C, for which control was acquired on June 28, 2016, Niska Gas Storage Partners L.P., for which control was acquired on July 19, 2016 and Peak Infrastructure Partners Limited (referred to as Indian toll road business), for which control was acquired on March 1, 2016. The financial statements of these entities constitute 17% of total assets, 22% of net assets, 9% of revenue and less than 1% of net income of the consolidated financial statements of our partnership as of and for the nine month period ending September 30, 2016.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Management's Discussion and Analysis contains forward-looking information within the meaning of Canadian provincial securities laws and "forward-looking statements" within the meaning of certain securities laws including Section 27A of the U.S. Securities Act of 1933, as amended, Section 21E of the U.S. Securities Exchange Act of 1934, as amended, "safe harbor" provisions of the United States Private Securities Litigation Reform Act of 1995 and in any applicable Canadian securities regulations. We may make such statements in this report, in other filings with Canadian regulators or the SEC or in other communications. The words "tend", "seek", "target", "foresee", "believe," "expect," "could", "aim to," "intend," "objective", "outlook", "endeavour", "estimate", "likely", "continue", "plan", derivatives thereof and other expressions of similar import, or the negative variations thereof, and similar expressions of future or conditional verbs such as "will", "may", "should," which are predictions of or indicate future events, trends or prospects and which do not relate to historical matters, identify forward-looking statements. Forward-looking statements in this Management's Discussion and Analysis include among others, statements with respect to our assets tending to appreciate in value over time, growth in our assets and operations, increases in FFO per unit and resulting capital appreciation, returns on capital and on equity, increasing demand for commodities and global movement of goods, expected capital expenditures, the impact of planned capital projects by customers of our businesses as on the performance and growth of those businesses, the extent of our corporate, general and administrative expenses, our ability to close acquisitions (including acquisitions referred to in this Management's Discussion and Analysis and other planned transactions), our capacity to take advantage of opportunities in the marketplace, the future prospects of the assets that Brookfield Infrastructure operates or will operate, partnering with institutional investors, ability to identify, acquire and integrate new acquisition opportunities, long-term target return on our assets, sustainability of distribution levels, distribution growth and payout ratios, operating results and margins for our business and each operation, future prospects for the markets for our products, Brookfield Infrastructure's plans for growth through internal growth and capital investments, ability to achieve stated objectives, ability to drive operating efficiencies, return on capital expectations for the business, contract prices and regulated rates for our operations, our expected future maintenance and capital expenditures, ability to deploy capital in accretive investments, impact on the business resulting from our view of future economic conditions, our ability to maintain sufficient financial liquidity, our ability to draw down funds under our bank credit facilities, our ability to secure financing through the issuance of equity or debt, expansions of existing operations, financing plan for operating companies, foreign currency management activities and other statements with respect to our beliefs, outlooks, plans, expectations and intentions. Although we believe that the partnership's anticipated future results, performance or achievements expressed or implied by the forward-looking statements and information are based upon reasonable assumptions and expectations, the reader should not place undue reliance on forward-looking statements and information because they involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the partnership to differ materially from anticipated future results, performance or achievements expressed or implied by such forward-looking statements and information.

Factors that could cause actual results to differ materially from those contemplated or implied by forward-looking statements include: general economic and financial conditions in the countries in which we do business which may impact market demand, foreign currency risk, the high level of government regulation affecting our businesses, the outcome and timing of various regulatory, legal and contractual issues, global credit and financial markets, the competitive business environment in the industries in which we operate, the competitive market for acquisitions and other growth opportunities, availability of equity and debt financing, the completion of various large capital projects by customers of our businesses which themselves rely on access to capital and continued favourable commodity prices, our ability to complete large capital expansion projects on time and within budget, ability to negotiate favourable take-or-pay contractual terms, traffic volumes on our toll roads, weakening demand in the natural gas market, acts of God, weather events, or similar events outside of our control, and other risks and factors detailed from time to time in documents filed by Brookfield Infrastructure with the securities regulators in Canada and the United States, including Brookfield Infrastructure's most recent Annual Report on Form 20-F under the heading "Risk Factors".

We caution that the foregoing list of important factors that may affect future results is not exhaustive. When relying on our forward-looking statements to make decisions with respect to Brookfield Infrastructure, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. Except as required by law, the partnership undertakes no obligation to publicly update or revise any forward-looking statements or information, whether written or oral, that may be as a result of new information, future events or otherwise.

Exhibit 99.2

FORM 52-109F2
CERTIFICATION OF INTERIM FILINGS
FULL CERTIFICATE

I, Samuel Pollock, Chief Executive Officer of Brookfield Infrastructure Group L.P., manager of Brookfield Infrastructure Partners L.P., certify the following:

1. ***Review:*** I have reviewed the interim financial report and interim MD&A (together, the "interim filings") of Brookfield Infrastructure Partners L.P. (the "issuer") for the interim period ended September 30, 2016.

2. ***No misrepresentations:*** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.

3. ***Fair presentation:*** Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

4. ***Responsibility:*** The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings,* for the issuer.

5. ***Design:*** Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer's other certifying officer and I have, as at the end of the period covered by the interim filings

   a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that

      i) material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and

      ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

   b) designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

5.1 ***Control framework:*** The control framework the issuer's other certifying officer and I used to design the issuer's ICFR is the Internal Control – Integrated Framework (COSO 2013 Framework) published by The Committee of Sponsoring Organizations of the Treadway Commission (COSO).

5.2 ***ICFR – material weakness relating to design:*** **N/A**

5.3. ***Limitation on scope of design:*** The issuer has disclosed in its interim MD&A

   a) the fact that the issuer's other certifying officer(s) and I have limited scope of our design of the DC&P and ICFR to exclude controls, policies and procedures of

      i) a business that the issuer acquired not more than 365 days before the last day of the period covered by the interim filings; and

   b) summary financial information about the proportionately consolidated entity, special purpose entity or business that the issuer acquired that has been proportionately consolidated or consolidated in the issuer's financial statements

6. ***Reporting changes in ICFR:*** The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on January 1, 2016 and ended on September 30, 2016, that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

Date: November 7, 2016

/s/ Samuel Pollock

Samuel Pollock
Chief Executive Officer,
Brookfield Infrastructure Group L.P.

Exhibit 99.3

FORM 52-109F2
CERTIFICATION OF INTERIM FILINGS
FULL CERTIFICATE

I, Bahir Manios, Chief Financial Officer of Brookfield Infrastructure Group L.P., manager of Brookfield Infrastructure Partners L.P., certify the following:

1. ***Review:*** I have reviewed the interim financial report and interim MD&A (together, the "interim filings") of Brookfield Infrastructure Partners L.P. (the "issuer") for the interim period ended September 30, 2016.

2. ***No misrepresentations:*** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.

3. ***Fair presentation:*** Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

4. ***Responsibility:*** The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings,* for the issuer.

5. ***Design:*** Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer's other certifying officer and I have, as at the end of the period covered by the interim filings

   a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that

      i) material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and

      ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

   b) designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

5.1 ***Control framework:*** The control framework the issuer's other certifying officer and I used to design the issuer's ICFR is the Internal Control – Integrated Framework (COSO 2013 Framework) published by The Committee of Sponsoring Organizations of the Treadway Commission (COSO).

5.2 ***ICFR – material weakness relating to design:*** **N/A**

5.3. ***Limitation on scope of design:*** The issuer has disclosed in its interim MD&A

   a) the fact that the issuer's other certifying officer(s) and I have limited scope of our design of the DC&P and ICFR to exclude controls, policies and procedures of

      i) a business that the issuer acquired not more than 365 days before the last day of the period covered by the interim filings; and

   b) summary financial information about the proportionately consolidated entity, special purpose entity or business that the issuer acquired that has been proportionately consolidated or consolidated in the issuer's financial statements

6. ***Reporting changes in ICFR:*** The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on January 1, 2016 and ended on September 30, 2016, that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

Date: November 7, 2016

/s/ Bahir Manios

Bahir Manios
Chief Financial Officer,
Brookfield Infrastructure Group L.P.