

Brookfield Infrastructure Partners L.P.
Form SC 13G/A
November 10, 2009

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

Brookfield Infrastructure Partners L.P.

(Name of Issuer)

Limited Partnership Units

(Title of Class of Securities)

G16252101

(CUSIP Number)

October 31, 2009

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. G16252101

1 NAME OF REPORTING PERSON

Manulife Financial Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ..

..

(b)

N/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

5 SOLE VOTING POWER

-0-

Number of
Shares

6 SHARED VOTING POWER

Beneficially
Owned by
Each

-0-

Reporting
Person
With

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None, except through its indirect, wholly-owned subsidiaries, MFC Global Investment Management (U.S.A.) Limited and Elliott & Page Limited

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

See line 9 above.

12 TYPE OF REPORTING PERSON*

HC

***SEE INSTRUCTIONS**

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CUSIP No. G16252101

1 NAME OF REPORTING PERSON

MFC Global Investment Management (U.S.A.) Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ..

..

(b)

N/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

5 SOLE VOTING POWER

6 985
SHARED VOTING POWER

Number of
Shares

-0-

Beneficially
Owned by
Each

7 SOLE DISPOSITIVE POWER

Reporting
Person
With

8 985
SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

985

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.004%

12 TYPE OF REPORTING PERSON*

IA

***SEE INSTRUCTIONS**

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CUSIP No. G16252101

1 NAME OF REPORTING PERSON

Elliott & Page Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ..

(b) ..

N/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Ontario

5 SOLE VOTING POWER

3,600,000
6 SHARED VOTING POWER

Number of
Shares

-0-

Beneficially
Owned by
Each

7 SOLE DISPOSITIVE POWER

Reporting
Person
With

3,600,000
8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,600,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

16.01%

12 TYPE OF REPORTING PERSON*

FI

***SEE INSTRUCTIONS**

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Item 1(a) Name of Issuer:

Brookfield Infrastructure Partners L.P.

Item 1(b) Address of Issuer's Principal Executive Offices:

7 Reid Street, 4th Floor

Hamilton, HM 11, Bermuda

Item 2(a) Name of Person Filing:

This filing is made on behalf of Manulife Financial Corporation (MFC) and MFC 's indirect, wholly-owned subsidiaries, MFC Global Investment Management (U.S.A.) Limited (MFC Global (U.S.A.)) and Elliott & Page Limited (E&P).

Item 2(b) Address of Principal Business Office:

The principal business offices of MFC, MFC Global (U.S.A.) and E&P are located at 200 Bloor Street East, Toronto, Ontario, Canada, M4W 1E5.

Item 2(c) Citizenship:

MFC and MFC Global (U.S.A.) are organized and exist under the laws of Canada.

E&P is organized and exists under the laws of Ontario.

Item 2(d) Title of Class of Securities:

Limited Partnership Units

Item 2(e) CUSIP Number:

G16252101

Item 3 If this statement is being filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

MFC: (g) (X) a parent holding company in accordance with §240.13d-1(b)(1)(ii)(G).

MFC Global (U.S.A.): (e) (X) an investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

E&P: (j) (X) a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4 Ownership:

(a) Amount Beneficially Owned: MFC Global (U.S.A.) has beneficial ownership of 985 Limited Partnership Units and E&P has beneficial ownership of 3,600,000 Limited Partnership Units. Through its parent-subsiary relationship to MFC Global (U.S.A.) and E&P, MFC may be deemed to have beneficial ownership of these same Limited Partnership Units.

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(b) Percent of Class: Of the 22,486,269 Limited Partnership Units outstanding as of October 30, 2009, according to the issuer's Disclosure Excerpts filed on a Form 6-K for the month of November 2009, MFC Global (U.S.A.) held 0.004% and E&P held 16.01%.

(c) Number of shares as to which the person has:

(i) sole power to vote or to direct the vote:

MFC Global (U.S.A.) and E&P each has sole power to vote or to direct the voting of the Limited Partnership Units beneficially owned by each of them.

(ii) shared power to vote or to direct the vote: -0-

(iii) sole power to dispose or to direct the disposition of:

MFC Global (U.S.A.) and E&P each has sole power to dispose or to direct the disposition of the Limited Partnership Units beneficially owned by each of them.

(iv) shared power to dispose or to direct the disposition of: -0-

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:

See Items 3 and 4 above.

Item 8 Identification and Classification of Members of the Group:

Not applicable.

Item 9 Notice of Dissolution of Group:

Not applicable.

Item 10 Certification:

By signing below the undersigned certifies that, to the best of its knowledge and belief, (i) the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, and (ii) the foreign regulatory scheme applicable to E&P is substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institutions. The undersigned also undertakes to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Manulife Financial Corporation

By: /s/ Kenneth G. Pogrinn

Name: Kenneth G. Pogrinn

Title: Attorney in Fact*

Dated: November 10, 2009

MFC Global Investment Management (U.S.A.)

Limited

By: /s/ Kenneth G. Pogrinn

Name: Kenneth G. Pogrinn

Title: General Counsel and Secretary

Dated: November 10, 2009

Elliott & Page Limited

By: /s/ Kenneth G. Pogrinn

Name: Kenneth G. Pogrinn

Title: Associate General Counsel and

Dated: November 10, 2009
Assistant Secretary

* Signed pursuant to a Power of Attorney dated January 17, 2008 included as an Exhibit to Schedule 13G filed with the Securities and Exchange Commission by Manulife Financial Corporation on January 24, 2008.

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EXHIBIT A

JOINT FILING AGREEMENT

Manulife Financial Corporation, MFC Global Investment Management (U.S.A.) Limited and Elliott & Page Limited agree that the Schedule 13G to which this Agreement is attached, relating to the Limited Partnership Units of Brookfield Infrastructure Partners L.P., is filed on behalf of each of them.

Manulife Financial Corporation

By: /s/ Kenneth G. Pogrinn

Name: Kenneth G. Pogrinn

Title: Attorney in Fact*

Dated: November 10, 2009

MFC Global Investment Management (U.S.A.)

Limited

By: /s/ Kenneth G. Pogrinn

Name: Kenneth G. Pogrinn

Title: General Counsel and Secretary

Dated: November 10, 2009

Elliott & Page Limited

By: /s/ Kenneth G. Pogrinn

Name: Kenneth G. Pogrinn

Title: Associate General Counsel and

Dated: November 10, 2009
Assistant Secretary

* Signed pursuant to a Power of Attorney dated January 17, 2008 included as an Exhibit to Schedule 13G filed with the Securities and Exchange Commission by Manulife Financial Corporation on January 24, 2008.

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