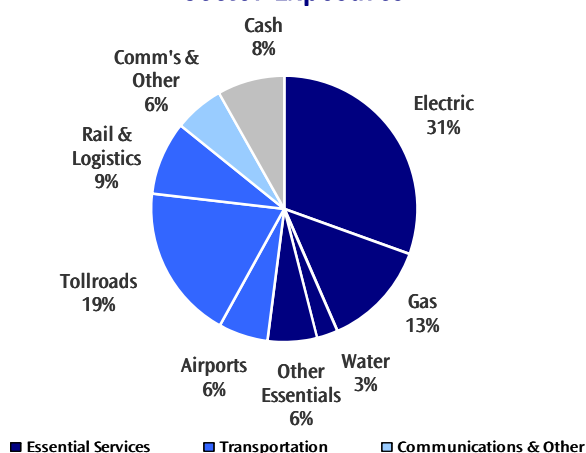
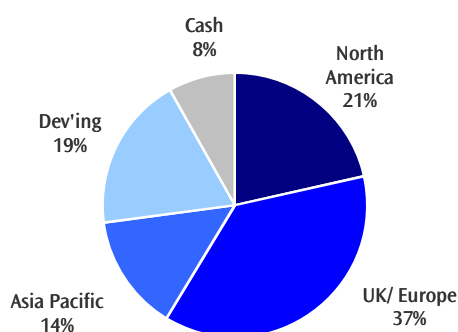
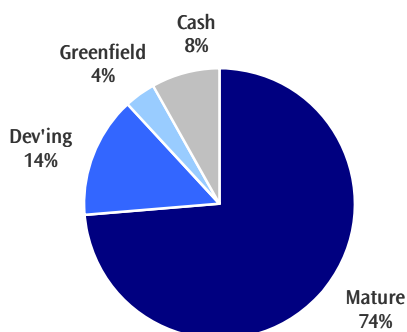


Performance Summary (total returns in AUD after fees)

	This Month	Three Months	One Year	Two Years	Inception ¹
RARE Series Value Fund	4.5%	8.7%	22.0%	16.1%	15.7%
Benchmark ²	0.6%	1.6%	6.9%	5.4%	5.6%
UBS Global Infra & Utility 50/50 ²	2.8%	4.7%	17.1%	11.0%	3.4%
MSCI World (Local Currency)	2.8%	6.7%	13.1%	14.5%	4.2%

Overview of Fund Exposures and Portfolio Statistics
Sector Exposures ³

Regional Exposures - by Listing

Maturity Exposures ³

Portfolio Statistics

Current statistics of the RARE Infrastructure Value Fund are as follows: ⁴

Dividend Yield	5.0%
EV ⁵ / EBITDA ⁶	9.2x
Interest	3.9x
Gearing (Net Debt/ EV)	39.4%
Asset Beta	0.47
Total Portfolio Hedging	96.3%

Fund Details

Fund Size	\$1.5m
Number of Holdings	44
Minimum Investment	\$20,000 ⁷
Application Price	1.1266
Redemption Price	1.1210
Distribution Frequency	Quarterly
Distribution for Sept 10	1.1500
APIR Code	TGP0016AU
Morningstar Ticker	tbc
Transaction	1.23% per annum
Performance	0.25%
Benchmark	10.25% of investment returns made in excess of the Benchmark
	An accumulation index comprising the OECD G7 Inflation Index plus 5.5% per annum

¹ Fund inception date 9 July 2008; Performance inception date 30 September 2008

² Benchmark is OECD G7 Inflation Index plus 5.5% pa, the comparative index is UBS Global Infrastructure & Utilities 50-50 Index (TR, AUD Hedged)

³ Based on the exposures of the underlying assets of the stocks in the Fund, as assessed by RARE Infrastructure

⁴ Based on weighted averages

⁵ EV means Enterprise Value (market capitalisation + preferred equity, if any + net debt)

⁶ EBITDA means earnings before interest, tax, depreciation & amortisation

⁷ If you invest through an IDPS operator such as a Master Trust or Wrap Account platform, this minimum may not apply to you

Market Commentary for the Month

Most global markets continued to rise in October, as investors become more confident of quantitative easing (QE) in the US.

Global markets were up 2.8% (MSCI World, local) and emerging markets 2.2% (MSCI EM, local).

Markets (MoM%, local)	MoM
S&P500	3.8%
EuroStoxx	3.6%
Japan	-1.8%
Hong Kong	3.3%
Shanghai	12.2%
Brazil	1.8%
MSCI World	2.8%
MSCI EM	2.2%
Oil (USD)	0.6%

Further QE is viewed by many investors as good for equities as they assume excess cash will be invested in equities. Reality is QE is only being introduced because the economic outlook is weak and governments (particularly the US where unemployment is above 9%) are trying to restart their economies. Time will tell whether QE works.

Dilma Rousseff won the Brazilian Election. The same party which has been in rule for 8 years, and has been very positive for infrastructure spend, continues in power.

Infra Regulation:

* In Australia, the Australian Energy Regulator released the final decision for electric distribution companies in the state of Victoria. Overall decision was more positive than the draft with allowed revenues increased by 12.5% over the draft.

* Darwin Airport (Australia) has settled on future long term Aero pricing with Qantas. The new Aero regime will underpin a \$100m capex program at Darwin over the next 10 years.

Infra M&A:

* Brookfield Infrastructure Partners increased its bid for Prime Infrastructure (Aust) to \$5.21 (from \$4.60).

* SNC (Canada) scrapped its plans to trigger right of first refusal to purchase 10% of the 407 ETR from Ferrovial and IPO part of the stake. As a result, CPPIB are likely to go ahead with their purchase of the stake for C\$894m.

* Duet (Australian electric utility) announced the sale of its 29% stake in US business Duquesne Light to GIC for US\$360m. Co-owners QIC and IFM did not exercise their pre-emptive.

* Northeast Utilities and NSTAR announced a friendly merger. The transaction brings together two northeast-based transmission and distribution companies creating a superregional utility competing against National Grid. Regulatory approvals expected in 9-12 months.

* BAA (owned by Ferrovial) agreed to sell its 65% stake in Naples airport to the infrastructure fund F2i for €150m

Infra Funding:

* Sydney Airport received over \$1b in bank debt commitments ranging from 3 to 7 years, at a cost of 200-250bps over BBSW.

* GDF-Suez issued €1b in 7yr bonds at 2.75% coupon and €1b in 12 yr bonds at 3.5% coupon.

Other Infra News. Nothing to note.

Portfolio Commentary

RARE out performed its benchmark (4.5% vs 0.6%) and the UBS Global Infra & Utility Index (2.8%) in October.

In October, the Electric (+172bps) and Toll Road (+121bps) sectors were strongest contributors to performance for a second month, whilst Logistics (-8bps) was a detractor. By region, UK/Europe (+244bps) and North America (80bps).

In stock terms, the major contributors were National Grid (UK, Gas) +45bps, Energias de Portugal (Europe, Electricity) +33bps and Brisa (Europe, Toll Roads) +28bps; and the major detractors were Singapore Post (Asia Pac Developed, Logistics) -8bps and TransCanada Corp (North America, gas) -5bps.

DP World (DPW) (Global Port company) +15.41% was the performer of the month. They released a solid 3Q throughput announcement, with consolidated throughput +8% year on year, and remain on track to meet its Full year expectations. For DPW Australia remains strong, offset by a weaker performance from Jebel Ali (Port) in the UAE.

As mentioned last month, we continue to see cash levels tick up ahead of several investment opportunities arising from new IPOs in Australia & Mexico and potential cornerstone stake sell downs in attractive infrastructure names.

We continue to look for companies with fundamental long term value, with strong balance sheets and strong management and supportive regulatory environments of long term contracts.

Richard Elmslie & Nick Langley
Senior Portfolio Managers

Overview of Fund Holdings

Top 10 Holdings	Weighting
VINCI SA	5.4%
NATIONAL GRID PLC	4.7%
ABERTIS INFRAESTRUCTURAS SA	4.5%
SHENZHEN INTERNATIONAL HOLDINGS LIM	4.1%
RED ELECTRICA CORPORATION SA	3.9%
TRANSCANADA CORPORATION	3.8%
SES	3.8%
ELCTDAD DE PORTL	3.8%
ITC HOLDINGS CORPORATION	3.7%
MAP GROUP	3.5%

Important Information:

While the information contained in this report has been prepared with all reasonable care, RARE Infrastructure Limited ("RARE") accepts no responsibility or liability for any errors, omissions or misstatements however caused. This information is not personal advice. This advice has been prepared without taking account of your objectives, financial situation or needs.

Treasury Group Investment Services Limited ("TIS") is the responsible entity for the RARE Infrastructure Value Fund (the "Fund"). Applications can only be made on the form in the current product disclosure statement dated 17 January 2007 for this Fund. The product disclosure statement can be obtained by contacting the RARE Infrastructure investment team on (02) 9397 7300, by fax (02) 9397 7399, by emailing invest@RAREinfrastructure.com or at www.RAREinfrastructure.com. Potential investors should consider the product disclosure statement before deciding whether to invest, or continue to invest in the Fund. The fact that shares in a particular company may have been mentioned should not be interpreted as a recommendation to buy, sell or hold that stock.

Investors should be aware that past performance is not indicative of future performance. Returns can be volatile, reflecting rises and falls in the value of underlying investments. Potential investors should seek independent advice as to the suitability of the Fund to their investment needs. TIS may be contacted by writing to Level 5, 50 Margaret Street, Sydney, NSW, 2000, by telephone (02) 8243 0400 or by fax (02) 8243 0410.

TIS receives an investment management fee of 1.23% per annum of the amount invested in the fund (including GST less the maximum applicable reduced input tax credits), which is the entire management fee, out of which responsible entity fees, investment management costs, ongoing administrative expenses and other fees will be paid.