MACQUARIE/FIRST TRUST GLOBAL INFRASTR/UTIL DIV & INC FUND
Form 497
March 29, 2004

File No. 333-112202
Rule 497(c)
Rule 497(h)

PROSPECTUS

8,500,000 Shares

Macquarie/First Trust Global Infrastructure/Utilities
Dividend & Income Fund

Common Shares
$20.00 per share

Investment Objective. The Macquarie/First Trust Global Infrastructure/Utilities Dividend & Income Fund (the "Fund") is a newly organized, non-diversified, closed-end management investment company. The Fund's investment objective is to seek a high level of current return consisting of dividends, interest and other similar income while attempting to preserve capital. In pursuit of the objective, the Fund will seek to manage its investments and expenses so that a significant portion of its distributions to the Fund's common shareholders will qualify as tax-advantaged dividends, subject to the continued availability of favorable tax treatment for such qualifying dividends.

No Prior Trading History. Because the Fund is newly organized, its common shares have no history of public trading. Shares of closed-end investment companies frequently trade at a discount from their net asset value, or "NAV." This risk may be greater for investors who expect to sell their shares in a relatively short period after completion of the public offering. The Fund's common shares have been approved for listing on the New York Stock Exchange, subjec to notice of issuance, under the symbol "MFD."

(continued on following page)

INVESTING IN THE FUND'S COMMON SHARES INVOLVES RISKS THAT ARE DESCRIBED IN THE "RISKS" SECTION BEGINNING ON PAGE 27 OF THIS PROSPECTUS.

	Per Share	Total
Public offering price...........................	$20.00	$170,000,000
Sales load (1)..................................	$.90	$7,650,000
Estimated offering expenses (2)..................	$.04	$340,000
Proceeds, after expenses, to the Fund...........	$19.06	$162,010,000

(1) The Fund has agreed to pay the underwriters $.00667 per common share as a partial reimbursement of expenses incurred in connection with the offering and to pay certain expenses of counsel to the underwriters. First Trust Advisors L.P. will pay certain additional compensation to Merrill Lynch, Pierce, Fenner & Smith Incorporated. The total amount of this additional compensation payment, plus the amounts paid by the Fund as partial reimbursement to the underwriters and as payment of certain expenses of counsel to the underwriters, will not exceed 4.5% of the

total price to the public of the common shares sold in this offering. See "Underwriting."

(2) Total expenses of the offering of the common shares of the Fund paid by the Fund (other than sales load, but including the $.00667 per common share reimbursement of underwriter expenses) are estimated to be $748,953. The Fund's investment adviser and a sub-adviser have agreed to pay (i) all organizational expenses and (ii) all offering costs of the Fund (other than sales load, but including the reimbursement described above) that exceed $.04 per common share.

The underwriters may also purchase up to an additional 1,275,000 common shares at the public offering price, less the sales load, within 45 days from the date of this prospectus solely to cover overallotments.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The common shares will be ready for delivery on or about March 30, 2004.

Merrill Lynch & Co.

Robert W. Baird & Co.	Raymond James
RBC Capital Markets	SunTrust Robinson Humphrey

The date of this prospectus is March 25, 2004.

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Investments in the Fund are not deposits with or other liabilities of Macquarie Bank Limited ACN 008 583 542, or of any entity in the Macquarie Bank Group, and are subject to investment risk, including possible delays in repayment and loss of income and capital invested. None of Macquarie Bank Limited, Macquarie Infrastructure Fund Adviser, LLC, Four Corners Capital Management, LLC, and any member company of the Macquarie Bank Group guarantees any particular rate of return or the performance of the Fund, nor do they guarantee the repayment of capital from the Fund or any tax treatment of any distribution by the Fund. See "Management of the Fund" for information regarding Macquarie Bank Limited.

In addition, the Fund's common shares ("Common Shares") do not represent a deposit or obligation of, and are not guaranteed or endorsed by, any bank or other insured depository institution, and are not federally insured by the Federal Deposit Insurance Corporation, the Federal Reserve Board or any other government agency.

Portfolio Contents. The Fund will seek to achieve its investment objective by investing in a non-diversified portfolio of equity, debt, preferred or convertible securities and other instruments that are issued by U.S. and non-U.S. issuers ("Infrastructure Issuers") that have as their primary focus (in terms of income and/or assets) the management, ownership and/or operation of infrastructure and utilities assets ("Infrastructure Assets") in a select group of countries. The Fund currently intends to utilize leverage up to a maximum of 30% of the Fund's total assets, immediately after taking into account such leverage. To the extent leverage is used, the Fund currently intends to invest the funds raised through leverage in senior secured floating-rate U.S. dollar-denominated loans of Infrastructure Issuers ("Infrastructure Senior Loans"). See "Prospectus Summary - Investment Objective and Policies - Infrastructure Assets" for a description of Infrastructure Assets.

Therefore, the Fund's portfolio will likely consist of two components: (1) the "Core Component," which will consist primarily of equity securities and securities and instruments with equity characteristics issued by Infrastructure Issuers but may also include other securities and instruments issued by Infrastructure Issuers (collectively, "Core Infrastructure Securities") and (2) the "Senior Loan Component," which will consist of Infrastructure Senior Loans. The Fund currently intends to apply the proceeds of issuance of its common shares to acquire Core Infrastructure Securities and the proceeds of any leverage to acquire Infrastructure Senior Loans. Up to 100% of the Senior Loan Component may consist of non-investment grade instruments. Such instruments are commonly referred to as "high yield" or "junk bonds" and are considered speculative with respect to the issuer's capacity to pay interest and repay principal.

Under normal market conditions, the Fund will seek to invest more than 50% of the Fund's total assets in the securities and instruments of non-U.S. Infrastructure Issuers located in Australia, New Zealand, Canada, the United Kingdom and other European Union member countries as of the date of this prospectus, Switzerland, Japan, Hong Kong and Singapore. Across both the Core Component and the Senior Loan Component, the Fund intends that no more than 40% of the Fund's total assets be invested in the securities and instruments of Infrastructure Issuers located in the U.S. and that no more than 7% of the Fund's total assets be invested in the securities and instruments of any one Infrastructure Issuer. The Core Component is intended to consist mainly of exchange-listed securities and instruments of Infrastructure Issuers. Although not a primary focus of the Fund, the Fund may invest up to 25% of the Core Component in unlisted securities and instruments of Infrastructure Issuers. The Fund will seek to deliver at least 50% of its distributed income attributable to the Core Infrastructure Securities as tax-advantaged dividends under the Internal Revenue Code of 1986, as amended, which may enable individual U.S. investors who meet holding period and other requirements to receive the benefit of favorable tax treatment. Tax-advantaged dividends generally include dividends from U.S. corporations and dividends and distributions from non-U.S. entities that meet certain criteria. See "The Fund's Investments" for a description of holding period requirements.

Investment Adviser and Sub-Advisers. First Trust Advisors L.P. ("First Trust" or the "Adviser") will be the Fund's investment adviser, responsible for supervising the Fund's sub-advisers, monitoring the Fund's investment portfolio, managing the Fund's business affairs and providing certain clerical and bookkeeping and other administrative services. The Adviser, in consultation with the Sub-Advisers (as defined below), is also responsible for determining the Fund's overall investment strategy and overseeing its implementation. Macquarie Infrastructure Fund Adviser, LLC ("MIFA") and Four Corners Capital Management, LLC ("Four Corners") will be the Fund's sub-advisers (the "Sub-Advisers"). MIFA is a newly organized registered investment adviser with no operating history. The Core Component will be managed by MIFA. The Senior Loan Component will be managed by Four Corners.

Leverage. Within approximately three months after the completion of the offering of Common Shares described in this prospectus, the Fund currently intends, subject to then favorable market conditions, to utilize leverage through the issuance of preferred shares, commercial paper or notes and/or borrowings in an aggregate amount up to 30% of the Fund's total assets immediately after such issuance and/or borrowing. The issuance of these instruments, which would be senior to the Common Shares, will result in the financial leveraging of the Common Shares. Whether to offer shares of preferred stock or engage in another form of leveraging, and, if offered, the terms of such shares or leveraging and the timing and other terms of their offering or

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arrangement will be determined by the Fund's Board of Trustees in consultation with the Sub-Advisers. Through leveraging, the Fund will seek to obtain a higher return for the holders of Common Shares than if the Fund did not use leverage. Leverage is a speculative technique and investors should note that there are special risks and costs associated with the leveraging of the Common Shares. There can be no assurance that a leveraging strategy will be successful during any period in which it is employed. See "Borrowings and Preferred Shares - Effects of Leverage," "Risks - Leverage Risk" and "Description of Shares."

You should read this prospectus, which contains important information about the Fund, before deciding whether to invest and retain it for future reference. The Fund's Statement of Additional Information, dated March 25, 2004, and as it may be supplemented (the "SAI"), containing additional information about the Fund, has been filed with the Securities and Exchange Commission and is incorporated by reference in its entirety into this prospectus. You may request a free copy of the SAI, the table of contents of which is on page 55 of this prospectus, by calling (800) 988-5891 or by writing to the Fund, or you may obtain a copy (and other information regarding the Fund) from the Securities and Exchange Commission's web site (http://www.sec.gov).

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YOU SHOULD RELY ONLY ON THE INFORMATION CONTAINED OR INCORPORATED BY REFERENCE IN THIS PROSPECTUS. THE FUND HAS NOT, AND THE UNDERWRITERS HAVE NOT, AUTHORIZED ANY OTHER PERSON TO PROVIDE YOU WITH DIFFERENT INFORMATION. IF ANYONE PROVIDES YOU WITH DIFFERENT INFORMATION OR INCONSISTENT INFORMATION, YOU SHOULD NOT RELY ON IT. THE FUND IS NOT, AND THE UNDERWRITERS ARE NOT, MAKING AN OFFER TO SELL THESE SECURITIES IN ANY JURISDICTION WHERE THE OFFER OR SALE IS NOT PERMITTED.

PROSPECTUS SUMMARY

This is only a summary. This summary does not contain all of the information that you should consider before investing in the Fund's common shares, especially the information set forth under the heading "Special Risk Considerations." You should review the more detailed information contained in this prospectus and in the Statement of Additional Information.

The Fund........................	Macquarie/First Trust Global Infrastructure/ Utilities Dividend & Income Fund (the "Fund") is a newly organized, non-diversified, closed-end management investment company. The Fund's principal offices are located at 1001 Warrenville Road, Suite 300, Lisle, Illinois 60532 and its telephone number is (630) 241-4141.
The Offering....................	The Fund is offering 8,500,000 common shares of beneficial interest at $20.00 per share through a group of underwriters (the "Underwriters") led by Merrill Lynch, Pierce, Fenner & Smith Incorporated ("Merrill Lynch"). The common shares of beneficial interest are called "Common Shares" in this prospectus. You must purchase at least 100 Common Shares in this offering. The Fund has given the Underwriters an option to purchase up to 1,275,000 additional Common Shares to cover orders in excess of 8,500,000 Common Shares. See "Underwriting." First Trust Advisors L.P. ("First Trust" or the "Adviser") and Macquarie Infrastructure Fund Adviser, LLC ("MIFA") have agreed to pay (i) all organizational expenses and (ii) all offering costs (other than sales load, but including the $.00667 per Common Share reimbursement of underwriter expenses) that exceed $.04 per Common Share.
Investment Objective and Policies....................	The Fund's investment objective is to seek a high level of current return consisting of dividends, interest and other similar income

while attempting to preserve capital. In pursuit of the objective, the Fund will seek to manage its investments and expenses so that a significant portion of its distributions to the Fund's common shareholders will qualify as tax-advantaged dividends, subject to the continued availability of favorable tax treatment for such qualifying dividends. The Fund will seek to achieve its investment objective by investing in a portfolio of equity, debt, preferred or convertible securities and other instruments (for instance, other instruments could include Canadian income trusts and Australian stapled securities) issued by U.S. and non-U.S. issuers ("Infrastructure Issuers") that have as their primary focus (in terms of income and/or assets) the management, ownership and/or operation of infrastructure and utilities assets ("Infrastructure Assets") in a select group of countries.

Under normal market conditions, the Fund's over-riding investment philosophy will be to seek to identify and invest in securities and instruments that, over the long term, are anticipated to produce, for equity securities and securities and instruments with equity characteristics, consistent dividends or distribution of income and, for debt securities and other non-equity instruments, interest income commensurate with the underlying risk of the debt.

The Fund intends to invest the net proceeds of issuance of its Common Shares raised under this offering primarily in equity securities and securities and instruments with equity characteristics issued by Infrastructure Issuers but may also invest in other securities and instruments issued by Infrastructure Issuers (collectively, "Core Infrastructure Securities"). This will comprise the "Core Component" of the Fund's investment portfolio. The Core Component will be managed by MIFA.

The Fund currently intends to use leverage through the issuance of instruments (each, a "Leverage Instrument" and collectively, the "Leverage Instruments"), such as preferred shares of beneficial interest ("Preferred Shares"), commercial paper or notes and/or borrowings in an aggregate amount up to 30% of the Fund's Total Assets (as defined below) immediately after such issuance and/or borrowing. The Fund currently intends to invest the proceeds of the leverage in U.S. dollar-denominated senior secured floating-rate loans of Infrastructure Issuers ("Infrastructure Senior Loans") in an attempt to provide a stable stream of income. The Infrastructure Senior Loans in which the Fund invests will be the "Senior Loan Component" of the Fund's investment portfolio. The Senior Loan Component will be managed by Four Corners Capital Management, LLC ("Four Corners"; together with MIFA, the "Sub-Advisers"). The investments in

Infrastructure Senior Loans are expected to largely match the currency and interest rate characteristics of any leverage. It is anticipated that at least 80% of the Infrastructure Senior Loans in the Senior Loan Component will be non-investment grade debt instruments.

"Total Assets" generally means the average daily gross asset value of the Fund (including assets attributable to the proceeds of the Fund's Preferred Shares, if any, and the principal amount of any borrowings) minus the sum of the Fund's accrued and unpaid dividends on any outstanding Preferred Shares and accrued liabilities (other than the principal amount of any borrowings incurred, commercial paper or notes issued by the Fund and the liquidation preference of any outstanding Preferred Shares). For purposes of determining Total Assets, the liquidation preference of the Preferred Shares is not treated as a liability.

The Core Component is intended to consist mainly of listed securities and instruments of Infrastructure Issuers. The Fund may, when presented with an opportunity to do so, invest up to 25% of the Core Component in unlisted securities and instruments of Infrastructure Issuers, although this is not a primary focus of the Fund and MIFA will not actively seek out such opportunities. Under normal market conditions, the Fund will seek to deliver at least 50% of its income attributable to the Core Infrastructure Securities as tax-advantaged dividends under the United States Internal Revenue Code of 1986, as amended (the "Code"), to the extent that preferential treatment for such dividends remains available (under current law, generally up to and including December 31, 2008). Infrastructure Senior Loans, U.S. corporate bonds, notes and debentures, convertible debt securities, and other similar types of corporate instruments, including high yield debt securities, are not eligible to pay tax-advantaged dividends.

Across both the Core Component and the Senior Loan Component, under normal market conditions, the Fund intends to invest at least 80%, and may invest up to 100%, of its Total Assets in securities and instruments of Infrastructure Issuers that are expected to provide dividends, interest and other similar income. The Fund cannot change this investment policy unless the shareholders of the Fund ("Shareholders") receive at least 60 days prior notice of any such change.

Under normal market conditions, the Fund intends that more than 50% of the Core Component will, and up to 100% may, comprise securities and instruments of non-U.S. Infrastructure Issuers, and more than 50% of the Fund's Total Assets will be invested in securities and instruments of non-U.S. Infrastructure Issuers. Accordingly, the Fund will hold securities and instruments denominated in non-U.S. currencies.

The Fund does not currently intend to enter into arrangements to reduce its exposure to non-U.S. currencies, other than in connection with the Fund's exposure to dividends received or receivable in non-U.S. currencies. The Fund intends to restrict its investments to securities and instruments of Infrastructure Issuers located in Australia, New Zealand, the United States, Canada, the United Kingdom ("U.K.") and other European Union member countries as of the date of this prospectus, Switzerland, Japan, Hong Kong and Singapore ("Permitted Countries").

The Fund also intends to apply the following guidelines to its investments:

o Across both the Core Component and the Senior Loan Component, no more than 7% of the Fund's Total Assets may be invested in the securities and instruments of any single Infrastructure Issuer at any time.

o Across both the Core Component and the Senior Loan Component, no more than 40% of the Fund's Total Assets may be invested in the securities and instruments of U.S. Infrastructure Issuers at any time.

o Within the Core Component, no more than 20% of the Core Infrastructure Securities may consist of securities and instruments of U.S. Infrastructure Issuers at any time.

o Across both the Core Component and the Senior Loan Component, no more than 30% of the Fund's Total Assets may be invested in the securities and instruments of non-U.S. Infrastructure Issuers located in any one country at any time.

The Fund may invest in securities and instruments that are forecast to decline in value due to the nature of the assets of the Infrastructure Issuer, where such decline is anticipated to be compensated through enhanced yield.

The Fund intends to follow the guidelines set out above but may deviate from such guidelines from time to time as deemed appropriate under prevailing economic and market conditions to achieve its investment objective over the long term. If any allocation of assets exceeds the guidelines set out above, the Fund will seek to reduce the allocation as soon as practicable based on the liquidity of its assets and other market factors.

The Fund may not be appropriate for all investors. There can be no assurance that the Fund's investment strategy will be successful, that the Fund will achieve its investment objective, or that preferential tax treatment will be achieved with respect to its investments. See "The Fund's Investments" and "Risks."

Infrastructure Assets. Up to 100% of the Fund's Total Assets may be comprised of securities and instruments of Infrastructure Issuers that manage, own and/or operate Infrastructure Assets. Infrastructure Assets are an underlying foundation of basic services, facilities and institutions upon which the growth and development of a community depends. Typically, in the United States, such assets are owned, operated or managed by government-related entities such as municipalities. In non-U.S. countries, these assets are often owned, operated or managed by private entities.

Infrastructure Assets can be broadly divided into four categories:

1. Assets that are natural or near-natural monopolies and are regulated in the level of revenue earned or charges imposed, and include certain power and gas transmission, generation and distribution assets, as well as certain water/waste-water treatment facilities and incumbent local exchange carriers.

2. Assets that depend on a form of user pay system for their main revenue

source, and include toll roads, airports, railways, ports and certain parking lots (e.g., airport related).

3. Assets that provide basic social services to the community, and include schools, hospitals and correction facilities, as well as certain water/waste-water treatment facilities.

4. Assets that compete in a market for the sale of a product or service and are therefore exposed to market risks. Competitive assets include certain electricity generation, solid waste disposal facilities, city and local carparks, and certain communication asset classes (e.g., fixed-base wireless transmission towers and broadband television cable), as well as certain water/waste-water treatment facilities.

Infrastructure Issuers. "Infrastructure Issuers" are U.S. and non-U.S. issuers that have as their primary focus (in terms of income and/or assets) the management, ownership and/or operation of infrastructure and utilities assets in a select group of countries. Typically, in the United States, Infrastructure Issuers are municipalities and federal or state government and government-related agencies. For example, the New York Port Authority, a government-related entity, operates, among other things, the Port of New York and the John F. Kennedy International and La Guardia Airports. Outside the United States, Infrastructure Issuers are often non-governmental entities, and include both publicly traded and privately held entities. These entities may issue debt or equity securities, including equity securities in which the Fund may invest. In several developed countries outside the United States, including the U.K., Canada and Australia, there has been over many years a trend of increasing privatization as national governments spend less and less on Infrastructure Assets. Unlike the United States, these countries often do not utilize municipal financing to fund these Infrastructure Assets. Furthermore, in many of these non-U.S. countries, some of the larger private sector infrastructure

companies can be public companies the shares of which are traded on national exchanges. For example, the fund that owns a majority stake in the Sydney Airport in Australia is listed on the Australian Stock Exchange.

Non-U.S. Securities. More than 50% of the Core Component will, and up to 100% may, be comprised of securities and instruments of non-U.S. Infrastructure Issuers, and under normal market conditions more than 50% of the Fund's Total Assets will be comprised of securities and instruments of non-U.S. Infrastructure Issuers located in the Permitted Countries other than the United States. The Fund does not currently intend to reduce or hedge its exposure to non-U.S. currencies, other than in connection with the Fund's exposure to dividends received or receivable in non-U.S. currencies. There may be special risks associated with investing in non-U.S. securities and instruments. See "Risks - Non-U.S. Investments Risk" and "Risks - Currency Risk."

Leverage/Infrastructure Senior Loans. The Fund may utilize leverage up to a maximum of 30% of the Fund's Total Assets, immediately after taking into account such leverage. To the extent leverage is used, the Fund intends to invest the proceeds of the leverage in Infrastructure Senior Loans, which are secured, floating-rate and U.S. dollar-denominated. The Fund believes that its investments in Infrastructure Senior Loans may provide opportunities for the Fund to (i) increase its income through greater incremental returns over the interest or dividend payments by the Fund on its leverage through borrowings and/or the issuance of Preferred Shares, respectively, and (ii) largely hedge or match the Fund's risk of increases in the interest rate on borrowings and/or the Preferred Share dividend rate as a result of increases in short-term interest rates.

Senior loans generally hold one of the most senior positions in the capital structure of a business entity, are typically secured with specific collateral and have a claim on the assets and/or stock of the borrower that is senior to that held by subordinated debtholders and stockholders of the borrower. The proceeds of senior loans are primarily used to finance leveraged buyouts, recapitalizations, mergers, acquisitions, stock repurchases, and, to a lesser extent, to finance internal growth and for other corporate purposes. Senior loans typically have floating or variable rates of interest that are reset either daily, monthly, quarterly or semi-annually by reference to a base lending rate, primarily the London Interbank Offered Rate ("LIBOR"), plus a premium.

It is anticipated that at least 80% of the Senior Loan Component will comprise Infrastructure Senior Loans that are rated non-investment grade debt, although from time to time the entire Senior Loan Component may comprise non-investment grade Infrastructure Senior Loans.

Other Securities and Instruments. Under normal market conditions, at least 80% of the Fund's Total Assets (across both the Core Component and the Senior Loan Component) are intended to be invested in securities and instruments of Infrastructure Issuers that are expected to provide dividends, interest and other similar income. It is currently intended, however, that 100% of the Fund's Total Assets will be invested in securities and instruments of Infrastructure Issuers. The Fund may invest its assets temporarily in other investments and securities of various types pending investment or reinvestment in securities and instruments of Infrastructure Issuers. Pending investment or reinvestment, such temporary investments and securities will not be taken into account for purposes of the Fund's allocation guidelines. For temporary defensive purposes, the Fund may depart from its principal investment strategies and invest part or all of its assets in securities with remaining maturities of less than one year or cash equivalents, or it may hold cash. During such periods, the Fund may not be able to achieve its investment objective.

Percentage allocation guidelines described in this prospectus are, except as set out below, as of the time of investment by the Fund and may be exceeded on a going-forward basis as a result of market value fluctuations of the Fund's portfolio and other events. The Fund will monitor on a current basis its compliance with its stated intention to invest more than 50% of the Fund's Total Assets in the securities and instruments of non-U.S. Infrastructure Issuers.

Investment Adviser and Sub-Advisers................ First Trust Advisors L.P. will be the Fund's investment adviser, responsible for supervising the Fund's Sub-Advisers, monitoring the Fund's investment portfolio, managing the Fund's business affairs and providing certain clerical and bookkeeping and other administrative services. The Adviser, in consultation with the Sub-Advisers, is also responsible for determining the Fund's overall investment strategy and overseeing its implementation. MIFA and Four Corners will be the Fund's Sub-Advisers. The Core Component will be managed by MIFA. The Senior Loan Component will be managed by Four Corners.

First Trust, a registered investment adviser, is an Illinois limited partnership formed in 1991. It serves as investment adviser or portfolio supervisor to investment portfolios with approximately $9.9 billion in assets which it managed or supervised as of December 31, 2003. See the SAI under "Investment Adviser."

MIFA is a Delaware limited liability company and is registered under the Investment Advisers Act of 1940. MIFA has not previously served as an investment adviser. Macquarie Infrastructure Management (USA) Inc. ("MIMU") is the sole member of MIFA. MIMU is wholly owned by Australia's Macquarie Bank Limited ("MBL") through a subsidiary. MBL together with its associated entities worldwide ("Macquarie Group") is a diversified international provider of financial and investment banking services, with over 5,700 staff in 21 countries. The Macquarie Group's Infrastructure and Specialized Funds Division ("Macquarie's ISF Division") manages, directly or indirectly, approximately $11 billion of Infrastructure Assets (based on the most recent audited gross assets of each fund managed by Macquarie's ISF Division as reflected in MBL's September 30, 2003 semi-annual public filings). As of September 30, 2003, the Macquarie Group had over $38 billion in assets under management. Twelve investment vehicles managed by the Macquarie Group are listed on the Australian Stock Exchange, and had a total capitalization of approximately $12.2 billion as of December 31, 2003.

Four Corners specializes in managing portfolios of senior loans and structured finance assets. Four Corners is a Delaware limited liability company founded in September 2001 by Macquarie Holdings (USA), Inc., an affiliate of MBL, and an experienced group of senior loan investment professionals. Four Corners managed investment portfolios with approximately $900 million of investment capacity as of January 31, 2004.

Related Party Transactions.................... From time to time, MIFA may determine that it is in the best interests of the Fund to gain exposure to Infrastructure Assets through the purchase of Core Infrastructure Securities the issuer of which is a listed entity that primarily invests in the securities of Infrastructure Issuers and is advised by a member of the Macquarie Group (a "MIFA Related Party"). Such listed entity may be a non-U.S. investment company. See "Portfolio Composition - Other Investment Companies." To the extent that a "MIFA Related Party" is under common control with MIFA, it may be a second-tier affiliate of the Fund (in other words, an "affiliated person" of an "affiliated person" of the Fund, as that term is defined in the 1940 Act). See "Risks - Investment Companies" and "Risks - Certain Affiliations." Each such transaction must be made on the open market of the primary stock exchange on which the relevant Core Infrastructure Securities are listed and must be approved by the Fund's Board of Trustees (the "Board") or otherwise comply with any policies and procedures adopted by the Board, and must at all times comply with the Investment Company Act of 1940 (the "1940 Act"). The relevant Core Infrastructure Securities must meet the Fund's investment guidelines at the time of the transaction and be consistent with the Fund's investment objective. A MIFA Related Party may earn fees from managing the issuer of such Core Infrastructure Assets. To the extent the Fund invests in such securities, the Fund will be limited in its ability to freely trade the securities to the extent that personnel of MIFA or of Macquarie's ISF Division have or may be deemed to have material, non-public information in regard to such security. For the purposes of the Fund's investment guidelines, Core

Infrastructure Securities issued by non-U.S. funds advised by a MIFA Related Party will be treated as securities of an Infrastructure Issuer.

From time to time, MIFA may determine that it is in the best interests of the Fund to gain exposure to Infrastructure Assets through an investment in unlisted equity securities that is made at the same time that one or more other funds managed by MIFA Related Parties invest in such securities. Prior to making such investments, the Board will develop a process which will take into account the restrictions of the 1940 Act, recommendations of the Adviser and Sub-Advisers, the development of processes and procedures in connection with the investments and other potential conflicts of interest. The subject securities of the transaction must meet the investment objective of the Fund at the time of the transaction.

The Fund has authorized the Sub-Advisers to select the brokers or dealers that will execute the purchases and sales of the Fund's securities and other instruments. To the extent consistent with the investment policies of the Fund and approved by the Board, a Sub-Adviser may select brokers or dealers related to the Sub-Adviser. Such related brokers and dealers may earn commissions or other fees from any such purchase and sale.

Borrowings and Preferred Shares................. Subject to market conditions, within approximately three months after completion of this offering, the Fund currently intends to establish a leverage program through the issuance of Leverage Instruments in an aggregate amount up to 30% of the Fund's Total Assets, immediately after such issuance and/or borrowings. Borrowings and the issuance of Preferred Shares are referred to in this prospectus collectively as "leverage." The Fund may borrow from banks and other financial institutions.

Preferred Shares, if any, will be expected to pay dividends based on short-term rates, which generally reset frequently. Borrowings, if any, may be at a fixed or floating rate but generally will be based upon short-term rates. The Fund intends to invest the proceeds of the borrowings in securities and instruments that will largely match the currency and interest rate characteristics of such borrowings. So long as the rate of return, net of applicable Fund expenses, on the Fund's portfolio investments purchased with leverage exceeds the then current interest rate or dividend rate on the Leverage Instruments, the Fund will generate more return or income than will be needed to pay such dividends or interest payments. In this event, the excess will be available to pay higher dividends to holders of Common Shares. The converse is also true - if the rate of return is less than the then current interest rate or dividend rate, the Fund will generate less return or income than will be needed to pay such dividends or interest payments, and lower amounts will be available to pay dividends. When leverage is employed, the NAV and market prices of the Common Shares and the yield to holders of Common Shares will be more volatile. There is no guarantee that the Fund's leverage strategy will be successful. See "Risks - Leverage Risk."

Distributions.................... Dividends, distributions and interest from investments will be the Fund's main sources of investment income. The Fund's present policy, which may be changed at any time by the Board, is to distribute to Shareholders on a quarterly basis all, or substantially all, of the net investment income (being investment income less Fund expenses accrued during the period) to Shareholders. The first distribution is expected to be paid approximately 90 to 120 days after the completion of this offering, depending on market conditions. Unless you elect to receive cash distributions, your distributions will automatically be reinvested in additional Common Shares pursuant to the Fund's Dividend Reinvestment Plan. See "Dividend Reinvestment Plan."

The Fund may realize capital gains or losses when it sells investments, depending on whether the sales price for an investment is higher or lower than the purchase price. Under normal market conditions, the Fund intends to distribute all, or substantially all, net capital gains to Shareholders as capital gain dividends at least annually. As in the case of dividends of net investment income, capital gain dividends may automatically be reinvested in additional Common Shares pursuant to the Fund's Dividend Reinvestment Plan. See "Distributions" and "Dividend Reinvestment Plan."

Tax Treatment of Common Share Distributions.................... The Fund anticipates that taxable distributions paid on the Common Shares will generally consist of (i) qualified tax-advantaged dividend income (income from U.S. corporations and certain non-U.S. entities) for the purposes of the Code, (ii) long-term capital gains (gains from the sale of a capital asset held longer than 12 months) and (iii) investment company taxable income (other than qualified dividend income), including non-qualified dividends, interest income, short-term capital gains and income from certain hedging and interest rate transactions.

For individuals, the current maximum federal income tax rate is 15% on qualified dividend income, 15% on long-term capital gains and 35% on investment company taxable income (other than qualified dividend income). These tax rates are scheduled to apply through 2008. The Fund expects that to the extent it incurs any non-U.S. taxes, Shareholders may be eligible to claim such taxes as a foreign tax credit, subject to the limitations imposed under the Code. There can be no assurances as to what percentage of the distributions paid on the Common Shares, if any, will consist of tax-advantaged dividend income, long-term capital gains or what the tax rates on various types of income will be in future years nor the amount, if any, of foreign tax credits that may be claimed. See "Tax Matters."

Listing......................... The Fund's Common Shares have been approved for listing on the New York Stock Exchange, subject to notice of issuance, under the symbol "MFD." See "Description of Shares - Common Shares."

Custodian, Administrator and Transfer Agent.................. The Fund has retained PFPC Trust Company as custodian, and PFPC Inc. as administrator, fund accountant and transfer agent for the Fund. The Adviser and the Board will be responsible for monitoring the activities of the custodian, administrator, fund accountant and transfer agent. See "Custodian, Administrator and Transfer Agent."

Closed-End Structure............ Closed-end funds differ from open-end management investment companies (commonly referred to as mutual funds) in that closed-end funds generally list their shares for trading on a securities exchange and do not redeem their shares at the option of the shareholder. By comparison, mutual funds issue securities redeemable at NAV at the option of the shareholder and typically engage in a continuous offering of their shares. Mutual funds may be subject to continuous asset in-flows and out-flows that can complicate portfolio management, whereas closed-end funds generally can stay more fully invested in securities and instruments consistent with the closed-end fund's investment objectives and policies. In addition, in comparison to open-end funds, closed-end funds generally have greater flexibility in their ability to make certain types of investments, including investments in illiquid securities and instruments.

Shares of closed-end investment companies listed for trading on a securities exchange frequently trade at a discount from NAV, but in some cases trade at a premium. The market price may be affected by trading volume of the shares, general market and economic conditions and other factors beyond the control of the closed-end fund. The foregoing factors may result in the market price of the Common Shares being greater than, less than or equal to NAV. The Board has reviewed the structure of the Fund in light of its investment objective and policies and has determined that the closed-end structure is in the best interests of the Shareholders. As described in this prospectus, however, the Board may review periodically the trading range and activity of the Fund's shares with respect to its NAV and the Board may take certain actions to seek to reduce or eliminate any discount of market price to NAV. Such actions may include open market repurchases or tender offers for the Common Shares or the possible conversion of the Fund to an open-end mutual fund. There can be no assurance that the Board will decide to undertake any of these actions or that, if undertaken, such actions would result in the Common Shares trading at a price equal to or close to NAV per Common Share. See "Closed-End Fund Structure."

Special Risk Considerations.................. Industry Concentration and Infrastructure and Utilities Industry Risk. The Fund intends to invest 80%, and may invest up to 100%, of its Total Assets in securities and other instruments of Infrastructure Issuers that are expected to provide dividends, interest and other similar income. Given the concentration in the infrastructure and utilities industry, the Fund will be more susceptible to adverse economic or regulatory occurrences affecting that industry. Infrastructure Issuers, including utilities and companies involved in infrastructure projects, are subject to a variety of factors that may adversely affect their business or operations, including high interest costs in connection with capital construction programs, costs associated with environmental and other regulations, the effects of economic slowdown and surplus capacity, increased competition from other providers of services, uncertainties concerning the availability of fuel at reasonable prices, the effects of energy conservation policies and other factors. Infrastructure Issuers may be subject to regulation by various governmental authorities and may also be affected by governmental regulation of rates charged to customers, service interruption due to environmental, operational or other mishaps and the imposition of special tariffs and changes in tax laws, regulatory policies and accounting standards. In addition, this industry has some special features that give rise to certain risks and opportunities not found in other industry sectors. See "Risks - Industry Concentration and Infrastructure and Utilities Industry Risk."

Non-U.S. Investments Risk. The Fund may invest up to 100% of the Fund's Total Assets in securities and instruments of non-U.S. Infrastructure Issuers. Investing in securities and instruments of non-U.S. issuers, which are generally denominated in non-U.S. currencies, may involve certain risks and opportunities not typically associated with investing in securities and instruments of U.S. issuers. These risks include: (i) there may be less publicly available information about non-U.S. issuers or markets due to less rigorous disclosure or accounting standards or regulatory practices; (ii) all non-U.S. markets are smaller, may be less liquid and more volatile than the U.S. market; (iii) potential adverse effects of fluctuations in currency exchange rates or controls on the value of the Fund's investments; (iv) the economies of non-U.S. countries may grow at slower rates than expected or may experience a downturn or recession; (v) the impact of economic, political, social or diplomatic events; (vi) certain non-U.S. countries may impose restrictions on the ability of non-U.S. issuers to make payments of principal and interest to investors located in the United States, due to blockage of non-U.S. currency exchanges or otherwise; (vii) withholding and other non-U.S. taxes may decrease the Fund's return; and (viii) it may be more difficult to obtain the necessary data to determine whether dividends paid by non-U.S. issuers qualify as tax-advantaged dividends. See "Risks - Non-U.S. Investments Risk" and "Risks - Currency Risk."

Currency Risk. Currency risk is the risk that the value of a non-U.S. investment, measured in U.S. dollars, will decrease because of unfavorable changes in currency exchange rates. The Fund does not currently intend to reduce or hedge its exposure to non-U.S. currencies other than in connection with the Fund's exposure to dividends received or receivable in non-U.S. currencies and to hedge forward commitments. See "Risks - Currency Risk."

Country Risk. This risk arises as the Fund may have exposure of up to 30% of the Fund's Total Assets to Infrastructure Issuers in any one country outside of the United States, identified in "Investment Objective and Policies." As the Fund does not currently intend to reduce or hedge the currency risk related to investing in securities and instruments of non-U.S. Infrastructure Issuers (other than in connection with the Fund's exposure to dividends received or receivable in non-U.S. currencies and to hedge forward commitments), the Fund may be exposed to currency changes that could have a material and negative impact on the Fund's NAV. Further, the impact on the Fund's NAV of specific risks relating to investing in non-U.S. issuers, such as political, regulatory, interest rate and inflation may be magnified due to the concentration of the Fund's investments in a particular country. See "Risks - Country Risk."

Senior Loan Risk. The Infrastructure Senior Loans in which the Fund may invest may not be rated by a nationally recognized statistical rating organization ("NRSRO") at the time of investment, generally will not be registered with the Securities and Exchange Commission (the "SEC") and generally will not be listed on a securities exchange. In addition, the amount of public information available with respect to the Infrastructure Senior Loans generally will be less extensive than that available for more widely rated, registered and exchange-listed securities. Because the interest rates of the Infrastructure Senior Loans are expected to reset frequently, if market interest rates fall, the loans' interest rates will be reset to lower levels, potentially reducing the Fund's income. The converse is also true. No active trading market currently exists for some of the Infrastructure Senior Loans in which the

Fund may invest and, thus, those loans may be illiquid. As a result, such Infrastructure Senior Loans generally are more difficult to value than more liquid securities for which a trading market exists. Some of the Infrastructure Senior Loans are expected to be subject to restrictions on resale. A secondary market may be subject to irregular trading activity, wide bid/ask spreads and extended trade settlement periods, which may impair the Fund's ability to realize full value and thus cause a decline, potentially of a material nature, in the Fund's NAV. See "Risks - Senior Loan Risk."

It is anticipated that at least 80% of the Senior Loan Component will be invested in non-investment grade debt instruments, although from time to time all of the Senior Loan Component may be invested in such non-investment grade debt instruments. See "Risks - Non-Investment Grade Securities Risk."

Non-Investment Grade Securities Risk. Non-investment grade securities are rated Ba1 or lower by Moody's Investors Service, Inc. ("Moody's"), BB+ or lower by Standard & Poor's Ratings Group, a division of The McGraw-Hill Companies, Inc. ("S&P"), or comparably rated by another NRSRO or, if unrated, are of comparable credit quality. Non-investment grade debt instruments are commonly referred to as "high yield" or "junk bonds" and are considered speculative with respect to the issuer's capacity to pay interest and repay principal. They involve greater risk of loss, are subject to greater price volatility and are less liquid, especially during periods of economic uncertainty or change, than higher rated debt instruments. Non-investment grade debt instruments may also be more susceptible to real or perceived adverse economic and competitive industry conditions than higher rated debt instruments.

In addition to the Senior Loan Component, up to 100% of the Core Component may comprise equity securities, securities and instruments with equity characteristics, hybrid securities, non-convertible preferred stock, convertible securities or debt securities rated non-investment grade by NRSROs or unrated securities of comparable quality. See "Risks - Non-Investment Grade Securities Risk."

Illiquid and Unlisted Securities Risk. The Fund may invest up to 25% of the Core

Component in unlisted securities and instruments of Infrastructure Issuers. Such securities and instruments are generally not able to be publicly traded. In the United States, such securities and instruments are generally unregistered for securities law purposes and can generally be resold only in privately negotiated transactions with a limited number of purchasers or in a public offering registered under the Securities Act of 1933, as amended (the "Securities Act"). Similar restrictions may apply outside the United States. Considerable delay in resale could be encountered in either event and, unless otherwise contractually provided for, the Fund's proceeds upon sale may be reduced by the costs of registration or underwriting discounts. The difficulties and delays associated with such transactions could result in the Fund's inability to realize a favorable price upon disposition of unlisted securities and instruments, and at times might make disposition of such securities and instruments impossible. To the extent the Fund invests in securities and instruments the terms of which are privately negotiated, the terms of such securities and instruments may contain restrictions regarding resale and transfer. In addition, certain listed securities and instruments, particularly securities and instruments of smaller capitalized or less seasoned issuers, may from time to time lack an active secondary market and may be subject to more abrupt or erratic price movements

than securities of larger, more established companies or stock market averages in general. In the absence of an active secondary market, the Fund's ability to purchase or sell such securities at a fair price may be impaired or delayed.

Unlisted securities and instruments are illiquid by nature and the sale price of such assets may be materially below the value of the interest were it to be held for the long-term. Certain Infrastructure Assets may decline in value over time due to the nature of the assets. Such a decline in the value of the underlying assets should be reflected in the market value of the equity and debt instruments of the issuer, thereby providing a total return to investors that reflects the nature of these assets. As there may be no open market to establish an independent value for certain of the Fund's interests in Infrastructure Assets, the Fund's valuation procedures provide that such investments must be fair valued. There can be no assurance that the Fund's determination of fair value for an Infrastructure Asset will be obtainable in the market or that there will be a market for the Infrastructure Asset. See "Risks - Illiquid and Unlisted Securities Risk."

Leverage Risk. Under normal circumstances, the Fund intends to utilize leverage in an amount up to 30% of the Fund's Total Assets, immediately after taking into account such leverage. The Fund may use leverage for investment purposes, to finance the repurchase of its Common Shares, and to meet cash requirements. Although the use of leverage by the Fund may create an opportunity for increased return for the Common Shares, it also results in additional risks and can magnify the effect of any losses. Leverage Instruments will have seniority over the Common Shares. If the income and gains earned on the securities and instruments purchased with leverage proceeds are greater than the cost of the leverage, the Common Shares' return will be greater than if leverage had not been used. Conversely, if the income or gains from the securities and investments purchased with such proceeds does not cover the cost of leverage, the return to the Common Shares will be less than if leverage had not been used. If the Fund uses Leverage Instruments, associated costs will be borne immediately by the holders of the Common Shares of the Fund (the "Common Shareholders") and result in a reduction of the NAV of the Common Shares. There is no assurance that a leveraging strategy will be successful. Leverage involves risks and special considerations for Common Shareholders including:

- the likelihood of greater volatility of the NAV and market price of the Common Shares than a comparable portfolio without leverage;

- the risk that fluctuations in interest rates on borrowings and short-term debt or in the dividend rates on any Preferred Shares that the Fund may pay will reduce the return to the Common Shareholders or will result in fluctuations in the dividends paid on the Common Shares;

- the effect of leverage in a declining market, which is likely to cause a greater decline in the NAV of the Common Shares than if the Fund were not leveraged, which may result in a greater decline in the market price of the Common Shares; and o when the Fund uses Leverage Instruments, the investment advisory fees payable to the Adviser and Sub-Advisers will be higher than if the Fund did not use leverage.

See "Risks - Leverage Risk."

No Operating History. The Fund is a newly organized, non-diversified, closed-end management investment company with no operating history. See "Risks - No Operating History."

Non-diversified Status. As a non-diversified investment company under the 1940 Act, the Fund is not limited by the 1940 Act in the proportion of its assets that may be invested in securities and instruments of a single issuer, and accordingly, an investment in the Fund may, under certain circumstances, present greater risk to an investor than an investment in a diversified company. See "Risks - Non-Diversified Status."

Investment and Market Risk. An investment in the Fund's Common Shares is subject to investment risk, including the possible loss of the entire principal amount invested. An investment in Common Shares of the Fund represents an indirect investment in the

securities and instruments owned by the Fund. The value of these securities and instruments, like other investments, may move up or down, sometimes rapidly and unpredictably. Shares of closed-end funds often trade at a discount to their NAVs and the Fund's shares may trade at such a discount. Common Shares at any point in time may be worth less than your original investment, even after taking into account the reinvestment of Fund dividends and distributions. See "Risks - Investment and Market Risk."

Income Risk. The Fund's income may be affected adversely when short-term interest rates increase, especially when the Fund is utilizing leverage, although it is the Fund's intention to apply leverage where the Fund has or will acquire assets that largely match the interest rate characteristics of the leverage to reduce this effect. See "Risks - Income Risk."

Market Disruption Risk. The terrorist

attacks in the United States on September 11, 2001 had a disruptive effect on the securities markets. United States military and related action in Iraq is ongoing and events in the Middle East and elsewhere in the world could have significant adverse effects on the global economy and the stock markets. The Fund cannot predict the effects similar events occurring in the future will have on the value of the Common Shares or NAV of the Fund. See "Risks - Market Disruption Risk."

Common Stock Risk. Common stock and other instruments of an issuer in the Fund's portfolio may decline in price if the issuer fails to make anticipated dividend payments or distributions because, among other reasons, the issuer of the security experiences a decline in its financial condition. An adverse event, such as an unfavorable earnings report, may depress the value of common stock or instruments of an issuer held by the Fund. Also, a drop in the stock market could depress the price of the securities held by the Fund. As the issuers fall within a single industry group, any such market change could affect a significant portion of the portfolio that trade on that stock market.
See "Risks - Common Stock Risk."

Interest Rate Risk. Interest rate risk is the risk that fixed-income securities such as preferred, debt and debt-like securities will decline in value because of changes in market interest rates. Securities issued by Infrastructure Issuers may be subject to similar risks. In addition, the income and profits of many of the issuers in which the Fund invests may be sensitive to interest rate fluctuations and therefore changes in the level of interest rates may have a direct bearing on such issuers' ability to pay dividends or make distributions. When market interest rates rise, the market value of such securities generally will fall. Interest rates are at or near historic lows, and as a result, they are likely to rise over time. See "Risks - Interest Rate Risk."

Inflation Risk. Inflation risk is the risk that the value of assets or income from investments will be worth less in the future as inflation decreases the value of money. As inflation increases, the real value of the Fund's shares and distributions thereon can decline. See "Risks - Inflation Risk."

Environmental Risk. Infrastructure Assets can have a substantial environmental impact. Ordinary operation or an accident with respect to such assets could cause major environmental damage which could cause the owner of such assets significant financial distress. Community and environmental groups may protest about the development or operation of Infrastructure Assets, and these protests may induce government action to the detriment of the owner of the Infrastructure Asset. See "Risks - Environmental Risk."

Credit Risk. Credit risk is the risk of nonpayment of scheduled interest and/or principal payments. Credit risk also is the risk that one or more investments in the Fund's portfolio will decline in price, or fail to pay interest or principal when due, because the issuer of the security experiences a decline in its financial status. See "Risks - Credit Risk."

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Anti-Takeover Provisions. The Fund's Declaration of Trust (the "Declaration") includes provisions that could limit the ability of other entities or persons to acquire control of the Fund or convert the Fund to open-end status. These provisions could have the effect of depriving the

Common Shareholders of opportunities to sell their Common Shares at a premium over the then current market price of the Common Shares. See "Certain Provisions in the Declaration of Trust" and "Risks - Anti-Takeover Provisions."

Certain Other Risks. An investment in the Fund is subject to certain other risks described in the "Risks" section of this prospectus.

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SUMMARY OF FUND EXPENSES

The following table assumes the issuance of debt in an amount equal to 30% of the Fund's Total Assets (immediately after its issuance) and shows Fund expenses as a percentage of net assets attributable to Common Shares. Footnote 3 to the table also shows Fund expenses as a percentage of net assets attributable to Common Shares, but assumes that no debt is issued or outstanding (such as will be the case prior to the Fund's expected issuance of debt).

Shareholder Transaction Expenses

Sales load paid by Common Shareholders (as a percentage of offering price) ....
Offering expenses borne by the Fund (as a percentage of offering price)(1).............
Dividend Reinvestment Plan fees..

	Percentage of to Commo Debt
Annual Expenses	
Management fees(4)	
Other expenses...	
Interest payments on Borrowed Funds..	
Total annual expenses..	

The purpose of the table above is to help each Common Shareholder understand all fees and expenses that Common Shareholders would bear directly or indirectly. The expenses shown in the table under "Other Expenses" and "Total Annual Expenses" are based on estimated amounts for the Fund's first full year of operation and assume that the Fund issues approximately 12,500,000 Common Shares. If the Fund issues fewer Common Shares, all other things being equal, these expenses as a percentage of net assets will increase. See "Management of the Fund" and "Dividend Reinvestment Plan."

The following example illustrates the expenses (including the sales load of $45, estimated offering expenses of this offering of $2.00 and the estimated offering costs of issuing debt assuming the Fund issues debt representing 30% of the Fund's capital (immediately after its issuance) of $1.30) that a Common Shareholder would pay on a $1,000 investment in Common Shares, assuming (1) total net annual expenses of 2.55% of net assets attributable to Common Shares and (2) a 5% annual return:*

	1 Year	3 Years	5 Years	10 Years
Total expenses incurred...........	$73	$123	$176	$319

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* THE EXAMPLE SHOULD NOT BE CONSIDERED A REPRESENTATION OF FUTURE EXPENSES. ACTUAL EXPENSES MAY BE GREATER OR LESS THAN THOSE ASSUMED. The example assumes that the estimated "Other Expenses" set forth in the Annual Expense table are accurate and that all dividends and distributions are reinvested at NAV. Moreover, the Fund's actual rate of return may be greater or less than the hypothetical 5% return shown in the example. In the event that the Fund does not issue any debt, an investor would pay the following expenses based on the assumptions in the example: 1 Year, $61; 3 Years, $90; 5 Years, $121; and 10 Years, $208.

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THE FUND

The Fund is a newly organized, non-diversified, closed-end management investment company registered under the 1940 Act. The Fund was organized as a Massachusetts business trust on January 21, 2004 pursuant to a Declaration of Trust, as amended and restated (the "Declaration") governed by the laws of the Commonwealth of Massachusetts. As a newly organized entity, the Fund has no operating history. The Fund's principal office is located at 1001 Warrenville Road, Suite 300, Lisle, Illinois 60532, and its telephone number is (630)

241-4141.

USE OF PROCEEDS

The net proceeds of the offering of Common Shares will be approximately $162,010,000 ($186,311,500 if the Underwriters exercise the overallotment option in full) after payment of the estimated organizational expenses and offering costs. The Adviser and MIFA have agreed to pay (i) all organizational expenses and (ii) all offering costs (other than sales load, but including the $.00667 per Common Share reimbursement of underwriter expenses) that exceed $.04 per Common Share. The Fund intends to invest the net proceeds of the offering in accordance with the Fund's investment objective and policies as stated below. The Fund anticipates that it will be able to invest substantially all of the net proceeds in securities and instruments that meet the investment objective and policies within three to six months after the completion of the offering. Pending such investment, it is anticipated that the proceeds will be invested in high quality, short-term fixed income securities, money market securities or cash or cash equivalents.

THE FUND'S INVESTMENTS

Investment Objective and Policies

The Fund's investment objective is to seek a high level of current return consisting of dividends, interest and other similar income while attempting to preserve capital. In pursuit of the objective, the Fund will seek to manage its investments and expenses so that a significant portion of its distributions to the Fund's common shareholders will qualify as tax-advantaged dividends, subject to the continued availability of favorable tax treatment for such qualifying dividends. The Fund will seek to achieve its investment objective by investing in a non-diversified portfolio of equity, debt, preferred or convertible securities and other instruments (for instance, other instruments could include Canadian income trusts and Australian stapled securities) of Infrastructure Issuers in the Permitted Countries.

Under normal market conditions, the Fund's over-riding investment philosophy will be to seek to identify and invest in securities and instruments that, over the long term, are anticipated to produce consistent dividend or distribution income. The Sub-Advisers believe that selected Infrastructure Issuers tend to pay higher dividends and distributions and display lower volatility over the long-term in terms of revenues, income and distributions than issuers in many other industries.

The Fund intends to invest the proceeds of issuance of its Common Shares raised under this offering primarily in Core Infrastructure Securities - primarily equity securities and securities and instruments with equity characteristics issued by Infrastructure Issuers but also other securities and instruments issued by Infrastructure Issuers that may be debt or debt-like. This will comprise the "Core Component" of the Fund's investment portfolio. The Core Component will be managed by MIFA.

The Fund currently intends to utilize leverage through the issuance of Leverage Instruments in an aggregate amount up to 30% of the Fund's Total Assets immediately after such issuance and/or borrowing. The Fund intends to invest the proceeds of the leverage in Infrastructure Senior Loans - U.S.

dollar-denominated senior secured floating-rate loans of Infrastructure Issuers - in an attempt to provide a stable stream of income to the Fund. The Infrastructure Senior Loans in which the Fund invests will be the "Senior Loan Component" of the Fund's investment portfolio. The Senior Loan Component will be managed by Four Corners. The investments in Infrastructure Senior Loans are expected to largely match the currency and interest rate risks characteristics of any associated leverage. The Fund intends that at least 80%, and up to 100%, of the Infrastructure Senior Loans in the Senior Loan Component will be non-investment grade debt instruments.

The Core Component is intended to consist mainly of listed securities and instruments of Infrastructure Issuers. The Fund may, when presented with an opportunity to do so, invest up to 25% of the Core Component in unlisted securities and instruments of Infrastructure Issuers. These investments are not a primary focus of the Fund and MIFA will not actively seek out such opportunities. It should be noted, however, that the Fund intends to pay MIFA advisory fees at a higher rate to the extent the Fund's Core Component is invested in unlisted securities and instruments of Infrastructure Issuers. Accordingly, MIFA will have an incentive to make such investments. Under normal market conditions, the Fund will seek to deliver at least 50% of its income attributable to Core Infrastructure Securities as tax-advantaged dividends under the Code to the extent that preferential treatment for such dividends remains available generally up to and including December 31, 2008. Under federal income tax law enacted on May 28, 2003, tax-advantaged dividends received by individual Shareholders are taxed at long-term capital gain rates, which currently reach a

maximum of 15%. Tax-advantaged dividends generally include dividends from U.S. corporations and dividends and similar distributions from non-U.S. entities that meet certain criteria. The Fund generally can pass the tax treatment of tax-advantaged dividends it receives through to Common Shareholders. In addition to investing in securities and instruments that pay tax-advantaged dividends, the Fund also may invest in securities and other instruments and debt instruments that generate fully taxable ordinary income (i.e., income other than tax-advantaged dividends). Infrastructure Senior Loans, U.S. corporate bonds, notes and debentures, convertible debt securities, and other similar types of corporate instruments, including high yield debt securities, are not eligible to pay tax-advantaged dividends.

Across both the Core Component and the Senior Loan Component, under normal conditions, the Fund intends to invest 80%, and may invest up to 100%, of its Total Assets in securities and instruments of Infrastructure Issuers that are expected to provide dividends, interest and other similar income. The Fund cannot change this investment policy unless the Fund's Shareholders receive at least 60 days prior notice of any such change.

Under normal market conditions, the Fund intends that more than 50% will, and up to 100% of the Fund's Total Assets may, be comprised of securities and instruments of non-U.S. Infrastructure Issuers. Accordingly, the Fund expects to hold securities and instruments denominated in non-U.S. currencies. The Fund does not currently intend to enter into arrangements to reduce its exposure to non-U.S. currencies, other than in connection with the Fund's exposure to dividends received or receivable in non-U.S. currencies and to hedge forward commitments. The Fund intends to restrict its investments to Infrastructure Issuers located in the Permitted Countries.

The Fund intends to apply the following additional guidelines to its investments:

- Across both the Core Component and the Senior Loan Component, no more than 7% of the Fund's Total Assets may be invested in the securities and instruments of any single Infrastructure Issuer at any time.

- Across both the Core Component and the Senior Loan Component, no more than 40% of the Fund's Total Assets may be invested in the securities and instruments of U.S. Infrastructure Issuers at any time.

- Within the Core Component, no more than 20% of the Core Infrastructure Securities may be invested in the securities and instruments of U.S. Infrastructure Issuers at any time.

- Across both the Core Component and the Senior Loan Component, no more than 30% of the Fund's Total Assets may be invested in the securities and instruments of non-U.S. Infrastructure Issuers located in any one country at any time.

The Fund may invest in securities and instruments that are forecast to decline in value due to the nature of the assets of the issuer, where such decline is anticipated to be compensated through enhanced yield.

The Fund intends to follow the guidelines set out above but may deviate from such guidelines from time to time as deemed appropriate under prevailing economic and market conditions to achieve its investment objective over the long-term. If any allocation of assets exceeds the guidelines set out above, the Fund may seek to reduce the allocation as soon as practicable based on the liquidity of its assets and other market factors.

There can be no assurance that the Fund's investment strategy will be successful, that the Fund will achieve its investment objective, or that preferential tax treatment will be achieved with respect to its investments. Further, the Fund may not be appropriate for all investors.

The Fund believes that its investments in Infrastructure Senior Loans and other debt instruments may provide opportunities for the Fund to (i) enhance the Fund's income through greater incremental returns on its senior loan investments over the dividend or interest payments by the Fund on its leverage through borrowings or the issuance of Preferred Shares, respectively, and (ii) largely match the Fund's risk of increases in the interest rate on borrowings and/or the Preferred Share dividend rate as a result of increases in short-term interest rates.

The Adviser, in consultation with the Sub-Advisers, will be responsible for determining the Fund's overall investment strategy and overseeing its implementation. The portion of the Fund's Total Assets invested in Core Infrastructure Securities and Infrastructure Senior Loans and other instruments will vary from time to time consistent with the Fund's investment objective through changes in the use of leverage.

Sub-Advisers' Investment Philosophies and Processes

MIFA is responsible for managing the Core Component and is responsible for selecting and implementing the investment strategy for the Core Component. MIFA intends to analyze Infrastructure Issuers to determine the quality of the assets within the issuer's portfolio. MIFA believes that such analysis of the underlying assets that dominate the business of the Infrastructure Issuer will highlight the long-term quality of the Infrastructure Issuer's revenue and income streams. MIFA believes fundamental analysis of the underlying revenue of the Infrastructure Issuer provides longer term superior returns than a focus on short-term market factors. MIFA believes that a systematic fundamentals-based approach to identifying long-term potential value in Infrastructure Issuers will produce favorable investment performance. MIFA's advisory personnel may include personnel shared with Macquarie's ISF Division, who will assist MIFA's other personnel in critically assessing potential Infrastructure Issuers and their underlying assets and businesses, and the holdings of the Core Component on an on-going basis.

Certain members of the Macquarie Group (other than MIFA) focus on identifying investment opportunities in unlisted securities of Infrastructure Issuers. On occasion, in accordance with a series of protocols developed by Macquarie's ISF Division, MIFA may be presented with the opportunity to invest the assets of the Core Component in such securities and MIFA may, in accordance with the Fund's investment objective, guidelines and policies, cause the Fund to make such investment. MIFA anticipates that the vast majority, if not all, of the Fund's opportunities to invest the assets of the Core Component in unlisted securities of Infrastructure Issuers will be presented to MIFA through such other members of the Macquarie Group. No assurances can be given, however, that any such opportunities will be presented to MIFA or, if presented, will be deemed to be a suitable investment for the Fund. No other member of the Macquarie Group will render investment advice to the Fund.

Four Corners is responsible for managing the Senior Loan Component. Four Corners believes that a rigorous investment process based on in depth credit analysis and market experience, applied consistently and deliberately, results in superior investment performance over time. In addition to the emphasis on "bottom-up" in-depth credit analysis, "top-down" macro-economic analysis is formalized and integrated into the investment process. Four Corners' investment process focuses on risk minimization through an emphasis on diversification, sell discipline, and objectivity and employs systematic and quantitative analysis of default probabilities and collateral evaluation in sizing positions and constructing portfolios.

Characteristics of Infrastructure Assets

Infrastructure Assets are an underlying foundation of basic services, facilities and institutions upon which the growth and development of a community depends. Typically, in the United States, such assets are owned, operated or managed by government-related entities such as municipalities. In non-U.S. countries, these assets are often owned, operated or managed by private entities. The entities owning, operating or managing these assets may provide the necessities of everyday life - such as fresh water, roads, airports, power, district heating and cooling, hospitals, schools and other social services. Such entities thereby provide the reliable transportation corridors and facilities, communications networks, energy distribution systems and pipelines, and institutions that are fundamental to the health of an economy. MIFA believes that select Infrastructure Issuers tend to pay higher dividends and distributions and display lower volatility over the long term in terms of revenues, income and distributions than issuers in many other industries. MIFA also believes that some Infrastructure Issuers generally have a high revenue to operating expense ratio and have revenues that correlate with inflation. As a result, in an inflationary period, inflation-driven increases in revenue could likely result in increased profits for such Infrastructure Issuers.

The businesses of Infrastructure Issuers typically display characteristics with some or all of the following attributes:

Essential services: Many Infrastructure Issuers are the sole providers of an essential product or service (e.g., water/waste-water, power and transportation services) to a segment of the population, at a given time and cost, and often retain this characteristic for an extended period of time.

Monopolistic: Many Infrastructure Assets are monopolistic or near-monopolistic in nature, thereby providing a strategic competitive advantage. These Infrastructure Assets may be difficult to replicate due to: exclusive concession periods provided by legislation and/or regulation; natural barriers, planning or environmental restrictions or availability of land; high costs of new development; long-term sales contracts for a significant proportion of production; and other restrictions. A monopoly asset is attractive from an investor's perspective as the monopoly typically provides protection against competitor-induced pricing competition. This helps in the maintenance of operating and profit margins and provides more stability in the earnings stream.

Fixed and regulated returns: Monopoly-type market positioning may bring with it regulation to prevent the development of "excess" profits and to protect public interests. For example, for roads, toll increases may be agreed in advance with government and specified in concession deeds; for energy utilities, revenues may be set by a regulator, typically with reviews at fixed year intervals; and the aeronautical revenues of airports may also be regulated in a similar manner.

Leverage on a fixed cost base: Many Infrastructure Assets are usually characterized by large levels of capital investment during the development phase of the asset. Once developed, on-going operational-maintenance expenditure may be relatively low and stable. Should this be the case, increases in revenue (for example, due to traffic increases on a road asset) may not necessarily lead to proportionate increases in operating expenditure, leading to relatively high increases in surplus cash flow. Additionally, the economies of scale from leveraging a fixed cost base may provide strategic competitive advantage.

Relatively inelastic demand: Demand for the products or services provided by many Infrastructure Assets may be more stable and less sensitive to changes in the price of the products or services than products or services provided by other assets. Demand growth is often linked to underlying economic or demographic growth. Stable operating cash flows generally
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