



**3P Learning**  
A place for schools and families to love learning.

**Tel:** +61 2 9019 2800

**Fax:** +61 2 8214 5869

**ABN:** 50 103 827 836

Tuesday, 15 July 14

ASX Market Announcements Office  
Australian Securities Exchange  
Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir / Madam

**DESPATCH OF HOLDING STATEMENTS, DISTRIBUTION SCHEDULE AND STATEMENT OF TOP 20 HOLDERS**

3P Learning Limited ("**3P**") confirms that all Holding Statements have now been despatched to 3P shareholders.

In addition, 3P now advises of the final Distribution Schedule and Statement of Top 20 Holders, both of which are attached.

Yours faithfully

Jonathan Kenny  
Company Secretary  
3P Learning Limited

3P Learning Limited  
Level 18, 124 Walker Street  
North Sydney NSW 2060 Australia

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## Distribution Schedule

Category	Shareholders	Securities	% of issued capital
1 to 1000	82	33,400	0.03
1,001 to 5,000	39	104,623	0.08
5,001 to 10,000	61	512,892	0.38
10,001 and 100,000	174	5,379,420	3.99
100,001 and over	66	128,784,325	95.53
<b>Total</b>	<b>422</b>	<b>134,814,660</b>	<b>100.00</b>



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## Statement of Top 20 Holders

No.	Shareholder	Shares	% of Shares
1	JP MORGAN NOMINEES AUSTRALIA LIMITED	22,801,583	16.91%
2	NATIONAL NOMINEES LIMITED	20,497,950	15.20%
3	CITICORP NOMINEES PTY LIMITED	16,240,632	12.05%
4	PASCAL EDUCATIONAL SERVICES PTY LTD	13,695,000	10.16%
5	UBS NOMINEES PTY LTD	5,745,800	4.26%
6	RBC INVESTOR SERVICES AUSTRALIA NOMINEES PTY LIMITED <BKCUST A/C>	4,954,000	3.67%
7	RBC INVESTOR SERVICES AUSTRALIA NOMINEES PTY LIMITED <PI POOLED A/C>	4,939,264	3.66%
8	BNP PARIBAS NOMS PTY LTD <DRP>	4,273,755	3.17%
9	BRISPOT NOMINEES PTY LTD <HOUSE HEAD NOMINEE NO 1 A/C>	3,840,738	2.85%
10	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	3,696,441	2.74%
11	TIMOTHY POWER	3,036,472	2.25%
12	CITICORP NOMINEES PTY LIMITED <COLONIAL FIRST STATE INV A/C>	2,500,828	1.86%
13	KATHERINE PIKE	2,381,376	1.77%
14	PAN AUSTRALIAN NOMINEES PTY LIMITED	2,000,000	1.48%
15	BUTTONWOOD NOMINEES PTY LTD	1,800,000	1.34%
16	BOND STREET CUSTODIANS LIMITED <MACQ HIGH CONV FUND A/C>	1,460,531	1.08%
17	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED <NT-COMNWLTH SUPER CORP A/C>	1,206,549	0.89%
18	ABN AMRO CLEARING SYDNEY NOMINEES PTY LTD <CUSTODIAN A/C>	916,642	0.68%
19	BOND STREET CUSTODIANS LIMITED <MACQ CAPITAL EVENTS FUND>	902,103	0.67%
20	MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	860,000	0.64%
<b>Top 20 holders of Shares</b>		<b>117,749,664</b>	<b>87.34%</b>
<b>Balance of Shares</b>		<b>17,064,996</b>	<b>12.66%</b>
<b>Total Shares on issue</b>		<b>134,814,660</b>	<b>100%</b>

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