



**PASCAL
PRESS**

Date: 8/08/14

To: Company Announcement Officer

From: Mel Hoy

Company: ASX

Company: Pascal Educational Services

Fax: 1300 135 638

Ph: 02 8585 4015

Pages: 3

Re: Form 603 for 3P Learning and Pascal Educational Services

To the Company Announcement Officer,

Please find attached completed 603 Form between 3P Learning Limited and Pascal Educational Services Pty Ltd ('PES').

Please confirm receipt of this fax by calling me on 02 8585 4015 or emailing at mel.hoy@pascalpress.com.au as soon as possible.

Regards,

Mel Hoy

Personal Assistant to Matthew Sandblom

Ph: 02 8585 4015

Kalaçl Pty Ltd
Trading as Pascal Press
ABN: 27 003 848 628

Head Office:
Phone: 02 8585 4044
Fax: 02 8585 4001
655 Parramatta Road
Leichhardt NSW 2040

Postal Address:
PO Box 250
Glebe NSW 2037

Customer Service:
Phone: 02 8778 9999
Fax: 02 8778 9944
15 - 23 Helles Avenue
Moorebank NSW 2170

Email:
contact@pascalpress.com.au

Website:
www.pascalpress.com.au

Form 603Corporations Act 2001
Section 671B**Notice of Initial substantial holder**To Company Name/Scheme **3 P LEARNING LIMITED**ACN/ARSN **103 827 836****1. Details of substantial holder (1)**Name **PASCAL EDUCATIONAL SERVICES PTY LTD ('PES')**ACN/ARSN (if applicable) **082 850 744**The holder became a substantial holder on **14 / 07 / 2014****2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
ESCROW	13,695,000	13,695,000	10.16%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
PES	POWER TO CONTROL VOTING &/OR DISPOSAL OF SECURITIES	13,695,000 ESCROW

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
PES	PES	PES	13,695,000 ESCROW

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
PES	14 July 2014	-	AUD 34,237,500	13,695,000 ESCROW

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

7. Addressee

The addressee of persons named in this form are as follows:

Name	Address
Pascal Educational Services Pty Ltd	PO Box 460 WOLLONGONG NSW 2520

Signature

print name MATTHEW SANDBLOM capacity DIRECTOR

sign here  date 07 / 08 / 2014

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.