

Tribeca**Tribeca
Investment
Partners Pty Ltd**

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To: Company Announcements

Organisation: ASX

Fax: 1300 135 638

From: Alison Bowman

Pages: 4 (Including cover sheet)

Date: 28 August 2015

Re: Notice of change on interests of substantial shareholder

Message:

Please find attached our Notice of change of interests of substantial shareholder.

Regards

Alison Bowman

Alison Bowman
Investment Administration Manager

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holderTo Company Name/Scheme 3PL Learning LimitedACN/ARSN 50 103 827 836**1. Details of substantial holder(1)**Name Tribeca Investment Partners Pty LtdACN/ARSN (if applicable) 64 080 430 100There was a change in the interests of the
substantial holder on 27 / 08 / 15The previous notice was given to the company on 20 / 11 / 14The previous notice was dated 19 / 11 / 14**2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	8,144,894	6.04%	9,875,800	7.33%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
	Refer Annexure A				

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Tribeca	various custodian	various clients of	investment manager	9,875,800	7.33%
Investment Partners	nominee companies	Tribeca Investment	on behalf of clients		
Pty Ltd		Partners Pty Ltd			

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

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

6. Addresses

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

Name	Address
Tribeca Investment Partners	Level 23 1 O'Connell Street SYDNEY NSW 2000
Pty Ltd	

Signature

print name **David Aylward**

capacity **Managing Director**

sign here

date **28 / 08 / 14**

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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.
- (7) 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

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Annexure A

Date of change	Person whose relevant interest changed	Nature of Change	Consideration	Class and number of Securities
22/01/15	Tribeca Investment Partners Pty Ltd	Sale	\$4,968.42	ordinary 2,220
27/01/15	Tribeca Investment Partners Pty Ltd	Sale	\$4,171.06	ordinary 1,880
27/02/15	Tribeca Investment Partners Pty Ltd	Sale	\$6,370.00	ordinary 2,600
3/03/15	Tribeca Investment Partners Pty Ltd	Purchase	\$1,367,040.26	ordinary 568,038
13/03/15	Tribeca Investment Partners Pty Ltd	Purchase	\$609,170.61	ordinary 250,000
20/03/15	Tribeca Investment Partners Pty Ltd	Purchase	\$94,154.20	ordinary 40,000
30/03/15	Tribeca Investment Partners Pty Ltd	Purchase	\$20,400.06	ordinary 8,724
20/04/15	Tribeca Investment Partners Pty Ltd	Purchase	\$986,706.04	ordinary 410,000
12/05/15	Tribeca Investment Partners Pty Ltd	Sale	\$4,524.78	ordinary 1,683
15/05/15	Tribeca Investment Partners Pty Ltd	Sale	\$5,681.47	ordinary 2,117
1/06/15	Tribeca Investment Partners Pty Ltd	Sale	\$4,741.47	ordinary 1,937
2/06/15	Tribeca Investment Partners Pty Ltd	Sale	\$1,128.46	ordinary 461
30/06/15	Tribeca Investment Partners Pty Ltd	Purchase	\$19,615.54	ordinary 8,842
14/07/15	Tribeca Investment Partners Pty Ltd	Sale	\$63,407.15	ordinary 30,000
28/07/15	Tribeca Investment Partners Pty Ltd	Sale	\$4,969.27	ordinary 2,200
28/08/15	Tribeca Investment Partners Pty Ltd	Sale	\$18,189.84	ordinary 9,600
27/08/15	Tribeca Investment Partners Pty Ltd	Purchase	\$1,052,624.28	ordinary 500,000