

FORM 605

Corporations Act 2001

Section 671B

Notice of ceasing to be a substantial holder**To: Company Name/Scheme: 3P LEARNING LIMITED**ACN/ARSN: **103 827 836****1. Details of substantial holder**

Name: Commonwealth Bank of Australia ACN 123 123 124 (CBA) and its related bodies corporate listed in annexure A

The holder ceased to be a substantial holder on: **16/12/2015**The previous notice was given to the company on: **14/12/2015**The previous notice was dated: **11/12/2015****2. 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	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
See annexure B to this notice					

3. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association 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

4. Addresses

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

Name	Address
Commonwealth Bank Officers Superannuation Corporation Pty Limited ACN 074 519 798	Level 11 Tower 1, 201 Sussex St Sydney NSW 2001
Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Ground Floor Tower 1, 201 Sussex Street, Sydney, NSW, 2000, Australia
Colonial First State Investments Limited ACN 002 348 352	Ground Floor Tower 1, 201 Sussex Street, Sydney, NSW, 2000, Australia

5. Signature

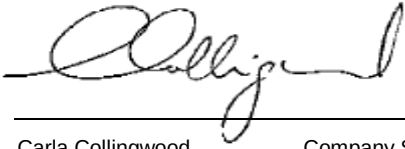


Carla Collingwood-Company Secretary

Dated the 17 day of December 2015

Annexure A

This is annexure A referred to in Form 605, Notice of ceasing to be a substantial holder dated **16/12/2015**



Carla Collingwood

Company Secretary

Dated the 17 December 2015

SCHEDULE

AEGIS CORRECTIONAL PARTNERSHIP PTY LTD	CBA A320 6749 PTY LIMITED
AEGIS LIMITED	CBA A320 AIRCRAFT NO1 PTY LTD
AHL HOLDINGS PTY LIMITED	CBA A330 1427 Pty Ltd
ALTONA V6 PTY LIMITED	CBA A330 1453 PTY LIMITED
ASB BANK LIMITED	CBA AIR A320 2714 PTY LIMITED
ASB CAPITAL LIMITED (NZX-ASBPA)	CBA AIR PTY LTD
ASB CAPITAL NO.2 LIMITED (NZX-ASBPB)	CBA ASSET FINANCE (NZ) LIMITED
ASB FINANCE LIMITED	CBA ASSET HOLDINGS (NZ) LIMITED
ASB FUNDING LIMITED	CBA B377 37091 PTY LTD
ASB GROUP (LIFE) LIMITED	CBA B738 39822 PTY LIMITED
ASB GROUP INVESTMENTS LIMITED	CBA CAPITAL AUSTRALIA (NO 2) PTY LIMITED
ASB HOLDINGS LIMITED	(pending deregistration 23/10/15)
ASB MANAGEMENT SERVICES LIMITED	CBA CAPITAL AUSTRALIA PTY LIMITED
ASB NOMINEES LIMITED	CBA CAPITAL HOLDINGS INC.
ASB SECURITIES LIMITED	CBA CAPITAL TRUST I
ASKLEPIOS LIMITED	CBA CAPITAL TRUST II
ASPIRE SCHOOLS FINANCING (QLD) PTY LIMITED	CBA CORPORATE SERVICES (NSW) PTY LIMITED
ASPIRE SCHOOLS HOLDINGS (QLD) PTY LIMITED	CBA CORPORATE SERVICES (VIC) PTY LIMITED
AUSIEX NOMINEES PTY LIMITED	CBA EQUITIES LIMITED
AUSTRALIAN INVESTMENT EXCHANGE LIMITED	CBA EUROPE LIMITED
AVANTEOS INVESTMENTS LIMITED	CBA FUNDING (NZ) LIMITED
AVANTEOS PTY LTD	CBA FUNDING HOLDINGS PTY LTD
BANK OF HANGZHOU CO. LTD	CBA FUNDING TRUST I
BANKWEST FOUNDATION LIMITED	CBA INTERNATIONAL FINANCE PTY. LIMITED
BDELTA VESSEL NO 1 PTY LTD	CBA INTERNATIONAL FINANCIAL SERVICES
BDELTA VESSEL NO 2 PTY LTD	LIMITED (formerly known as COMMBANK
BDELTA VESSEL NO 3 PTY LTD	MANAGEMENT CONSULTING (ASIA) COMPANY
BDELTA VESSEL NO 4 PTY LTD	LIMITED)
BOCOMMLIFE INSURANCE COMPANY LIMITED	CBA INVESTMENTS (NO.4) LIMITED
BOND INVESTMENTS NO 1 LIMITED	CBA IT CO PTY LIMITED
BOND INVESTMENTS UK LIMITED	CBA MTE RAIL COMPANY PTY LIMITED
BW FINANCIAL ADVICE LIMITED	CBA NZ HOLDING LIMITED
BW SECURITISATION MANAGEMENT PTY LTD	CBA RAIL & TRAM COMPANY PTY LIMITED
BWA GROUP SERVICES PTY LTD	CBA REAL ESTATE FUNDING (NZ) LIMITED
BWA INTELLECTUAL PROPERTY HOLDINGS	CBA SA HOLDINGS PROPRIETARY LIMITED
LIMITED	CBA SERVICES SINGAPORE PTE LTD
CAPITAL 121 PTY LIMITED	CBA SPECIALISED FINANCING PTY LIMITED
CARDS NZ LIMITED	CBA STAFF COMMUNITY FUND LIMITED
CBA (EUROPE) FINANCE LTD	CBA USD FUNDING LIMITED
CBA A319 4624 PTY LIMITED	CBA USD INVESTMENTS PTY LIMITED
CBA A319 4635 PTY LIMITED	CBFC LEASING PTY. LIMITED
CBA A320 4077 PTY LTD	CBFC LIMITED
CBA A320 4948 PTY LIMITED	CFS Newham Limited
CBA A320 5156 PTY LIMITED	CFSPAI EUROPE CO LIMITED (formerly known as
CBA A320 5249 PTY LTD	CFSPAI MALTA CO LIMITED)
CBA A320 5289 PTY LTD	CFSPAI EUROPE HOLDCO LIMITED (formerly known
CBA A320 5638 PTY LTD	as CFSPAI MALTA HOLDCO LIMITED)

CHRISTMAS BREAK PTY LTD	COUNTY BANK CO. LTD.
CHULLORA EQUITY INVESTMENT (NO 1) PTY LIMITED	COMMONWEALTH BANK OF AUSTRALIA (WENXIAN) COUNTY BANK CO. LTD
CHULLORA EQUITY INVESTMENT (NO 2) PTY LIMITED	COMMONWEALTH BANK OF AUSTRALIA (XINJI) COUNTY BANK CO. LTD
CHULLORA EQUITY INVESTMENT (NO 3) PTY LIMITED	COMMONWEALTH BANK OF AUSTRALIA (YICHUAN) COUNTY BANK CO. LTD
CIPL ARARAT PTY LTD	COMMONWEALTH BANK OF AUSTRALIA (YONGCHENG) COUNTY BANK CO. LTD
CIPL SA SCHOOLS PTY LTD	COMMONWEALTH BANK OF AUSTRALIA (YONGNIAN) COUNTY BANK CO. LTD
CISL (HAZELWOOD) PTY. LIMITED	COMMONWEALTH BANK OFFICERS
CM-SOMERTON PTY. LTD.	SUPERANNUATION CORPORATION PTY LIMITED
CMG ASIA LIFE HOLDINGS LIMITED	Commonwealth Custodial Services Pty Ltd
CMG ASIA PTY LTD	COMMONWEALTH DEVELOPMENT BANK OF AUSTRALIA PTY LIMITED
COLLATERAL LEASING PTY LTD	COMMONWEALTH FINANCIAL PLANNING LIMITED
Colonial (UK) Trustees Limited	COMMONWEALTH INSURANCE HOLDINGS LIMITED
COLONIAL FIRST STATE ASSET MANAGEMENT (AUSTRALIA) LIMITED	COMMONWEALTH INSURANCE LIMITED
COLONIAL FIRST STATE GROUP LIMITED	COMMONWEALTH INVESTMENTS PTY LIMITED
COLONIAL FIRST STATE INFRASTRUCTURE HOLDINGS LIMITED	COMMONWEALTH PRIVATE LIMITED
COLONIAL FIRST STATE INFRASTRUCTURE MANAGERS (AUSTRALIA) PTY LTD	COMMONWEALTH SECURITIES LIMITED
Colonial First State Investment Managers (UK) Limited	COMMWEALTH INTERNATIONAL HOLDINGS PTY LIMITED
COLONIAL FIRST STATE INVESTMENTS (NZ) LIMITED (PENDING DEREGISTRATION)	COMSEC NOMINEES PTY LIMITED
COLONIAL FIRST STATE INVESTMENTS LIMITED	CORE EQUITY SERVICES NOMINEES PTY LIMITED
COLONIAL FIRST STATE MANAGED INFRASTRUCTURE LIMITED	COUNT FINANCIAL LIMITED
COLONIAL HOLDING COMPANY LIMITED	CRYSTAL AVENUE PTY LIMITED
COLONIAL MUTUAL SUPERANNUATION PTY. LTD.	CTB AUSTRALIA LIMITED
COLONIAL SERVICES PTY LIMITED	ELLAS CONTAINER SHIP COMPANY 1 PTY LIMITED
COMMBANK EUROPE LIMITED	ELLAS CONTAINER SHIP COMPANY 2 PTY LIMITED
COMMBANK MANAGEMENT CONSULTING (SHANGHAI) COMPANY LIMITED	EMERALD HOLDING COMPANY PTY LIMITED
COMMCAPITAL S.A.R.L	EQUIGROUP HOLDINGS PTY LIMITED
COMMFOUNDATION PTY LIMITED	FINANCIAL WISDOM LIMITED
COMMINTERNATIONAL LIMITED	FINCONNECT (AUSTRALIA) PTY LTD
COMMONWEALTH AUSTRALIA SECURITIES LLC	FIRST STATE CINDA FUND MANAGEMENT COMPANY LIMITED
COMMONWEALTH BANK OF AUSTRALIA	First State Diversified Hedge Fund Limited
COMMONWEALTH BANK OF AUSTRALIA (CHENG'AN) COUNTY BANK CO. LTD.	First State European Diversified Infrastructure Sarl
COMMONWEALTH BANK OF AUSTRALIA (CIXIAN) COUNTY BANK CO. LTD	First State Funds Plc
COMMONWEALTH BANK OF AUSTRALIA (DENGFENG) COUNTY BANK CO. LTD	First State Global Umbrella Fund Public Limited Company
COMMONWEALTH BANK OF AUSTRALIA (HANDANXIAN) COUNTY BANK CO. LTD.	First State Hedge Funds SPC Limited
COMMONWEALTH BANK OF AUSTRALIA (JIYUAN) COUNTY BANK CO. LTD	FIRST STATE INFRASTRUCTURE MANAGERS (INTERNATIONAL) LIMITED
COMMONWEALTH BANK OF AUSTRALIA (LANKAO) COUNTY BANK CO. LTD	First State Infrastructure S.à r.l.
COMMONWEALTH BANK OF AUSTRALIA (LUANCHENG) COUNTY BANK CO. LTD	First State Investment Management (UK) Limited
COMMONWEALTH BANK OF AUSTRALIA (MIANCHI) COUNTY BANK CO. LTD	FIRST STATE INVESTMENT MANAGERS (ASIA) LIMITED
COMMONWEALTH BANK OF AUSTRALIA (SHEXIAN) COUNTY BANK CO. LTD	First State Investment Services (UK) Limited
COMMONWEALTH BANK OF AUSTRALIA (UK)	FIRST STATE INVESTMENTS (HONG KONG) LIMITED
STAFF BENEFITS SCHEME TRUSTEE COMPANY LIMITED	FIRST STATE INVESTMENTS (JAPAN) LIMITED
COMMONWEALTH BANK OF AUSTRALIA (WEIXIAN)	FIRST STATE INVESTMENTS (NZ) LIMITED
	FIRST STATE INVESTMENTS (SINGAPORE) Limited
	First State Investments (UK Holdings) Limited
	First State Investments (UK) Limited
	FIRST STATE INVESTMENTS (US) LLC
	First State Investments Fund Management Sarl
	First State Investments GIP Management Sarl
	FIRST STATE INVESTMENTS HOLDINGS

(SINGAPORE) LIMITED
 First State Investments ICVC
 First State Investments International Inc
 First State Investments International Limited
 FIRST STATE NOMINEES (HONG KONG) LIMITED
 FSIB LTD (formerly known as FIRST STATE
 INVESTMENTS (BERMUDA) LIMITED)
 FSIC Limited (formerly known as First State
 Investments (Cayman) Limited)
 GT USD FUNDING PTY LIMITED
 HAZELWOOD INVESTMENT COMPANY PTY
 LIMITED
 HOMEPATH PTY LIMITED
 INVERLOCH LEASING PTY LIMITED
 INVESTMENT CUSTODIAL SERVICES LIMITED
 INVESTOR SECURITIES PTY LTD
 INVESTORWEB.COM. PTY LIMITED
 IWL BROKING SOLUTIONS LIMITED
 IWL LIMITED
 JACQUES MARTIN ADMINISTRATION AND
 CONSULTING PTY LTD
 JACQUES MARTIN PTY. LTD.
 LOFT NO 1 PTY LIMITED
 LOFT NO 2 PTY LIMITED
 LOFT NO.3 PTY LIMITED
 MIS FUNDING NO.1 PTY LIMITED
 MORTGAGE HOLDING TRUST COMPANY LIMITED
 MTE DEBT VEHICLE PTY LTD
 MTE LESSOR 1 PTY LTD
 MTE LESSOR 2 PTY LTD
 MTE LESSOR 3 PTY LTD
 MTE LESSOR 4 PTY LTD
 MTE LESSOR 5 PTY LTD
 MTE NOMINEE PARTNER PTY LTD
 NETSHARE NOMINEES PTY LTD
 NEWPORT LIMITED
 NIMITZ NOMINEES PTY LIMITED
 ORE & OVERBURDEN PTY LIMITED
 PREFERRED CAPITAL LIMITED
 PREMIUM ALTERNATIVE INVESTMENTS PTY
 LIMITED
 PREMIUM CUSTODY SERVICES PTY LTD
 PREMIUM PLANTATIONS PTY LIMITED
 PREMIUM PLANTATIONS SERVICES PTY LTD
 PT BANK COMMONWEALTH
 PT COMMONWEALTH LIFE
 PT FIRST STATE INVESTMENTS INDONESIA
 QILU BANK CO. LTD.
 REALINDEX INVESTMENTS PTY LIMITED
 RELIANCE ACHIEVER PTY LIMITED
 RESIDENTIAL MORTGAGE GROUP PTY LTD
 ROCK & RUBBLE (DEBT VEHICLE) PTY LIMITED
 ROCK & RUBBLE (EXISTING) PTY LIMITED
 ROCK & RUBBLE (NEW) PTY LIMITED
 SAF MINING NO.2 PTY LIMITED
 SAF Mining No1 Pty Limited
 SAFE NO1 PTY LTD
 SAFE NO17 PTY LIMITED
 SAFE NO2 PTY LTD
 SAFE NO3 PTY LTD
 SAFE NO4 PTY LIMITED

SAFE NO9 PTY LIMITED
 SAFE USD HOLDINGS PTY LTD
 SBN NOMINEES PTY. LIMITED
 SECURITISATION ADVISORY SERVICES PTY.
 LIMITED
 SECURITISATION MANAGEMENT SERVICES
 LIMITED
 SECURITY HOLDING INVESTMENT ENTITY LINKING
 DEALS LIMITED
 SENBARY PTY LIMITED
 SHARE DIRECT NOMINEES PTY LIMITED
 SHARE INVESTMENTS PTY LIMITED
 SI Holdings Limited
 SIF RAILWAY NO.1 PTY LIMITED
 SIF RAILWAY NO.2 PTY LIMITED
 SOVEREIGN ASSURANCE COMPANY LIMITED
 SOVEREIGN SERVICES LIMITED
 SOVEREIGN SUPERANNUATION FUNDS LIMITED
 SOVEREIGN SUPERANNUATION TRUSTEES
 LIMITED
 ST ANDREW'S AUSTRALIA PTY LTD
 STATE NOMINEES LTD
 SWAN SECURITISATION FINANCE PTY LIMITED (IN
 LIQUIDATION)
 SWAN SECURITISATION INVESTMENTS PTY LTD
 (IN LIQUIDATION)
 T.W. CUSTODIANS LIMITED
 TANKSTREAM RAIL (BY - 1) PTY LIMITED
 TANKSTREAM RAIL (BY - 2) PTY LIMITED
 TANKSTREAM RAIL (BY - 3) PTY LIMITED
 TANKSTREAM RAIL (BY - 4) PTY LIMITED
 TANKSTREAM RAIL (SW - 1) PTY LIMITED
 TANKSTREAM RAIL (SW - 2) PTY LIMITED
 TANKSTREAM RAIL (SW - 3) PTY LIMITED
 TANKSTREAM RAIL (SW - 4) PTY LIMITED
 TANKSTREAM RAIL (VICTORIA) PTY LIMITED
 THE COLONIAL MUTUAL LIFE ASSURANCE
 SOCIETY LIMITED
 TOTAL KEEN INVESTMENT LIMITED
 TYME CAPITAL PROPRIETARY LIMITED
 TYME INFIELD PROPRIETARY LIMITED
 TYME INTELLECTUAL PROPERTIES PROPRIETARY
 LIMITED
 TYME INVESTMENTS PROPRIETARY LIMITED
 TYME TECHNICAL SOLUTIONS PROPRIETARY
 LIMITED
 VATOSCAN PROPRIETARY LIMITED
 VH-VZF PTY LTD
 VH-VZG PTY LTD
 VH-VZH PTY LTD
 VIETNAM INTERNATIONAL BANK (VIETNAM
 INTERNATIONAL COMMERCIAL JOINT STOCK
 BANK)
 VIPRO PTY LIMITED
 WESTSIDE PROPERTIES LIMITED

Annexure B

This is annexure B referred to in Form 605, Notice of ceasing to be a substantial holder dated **16/12/2015**



Carla Collingwood

Company Secretary

Dated the 17 December 2015

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
Tuesday, 15 December 2015	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	77,051.82	37,854 Ordinary shares	37,854
Wednesday, 16 December 2015	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	1,230,068.90	608,945 Ordinary shares	608,945
Tuesday, 15 December 2015	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	66,471.29	32,656 Ordinary shares	32,656
Wednesday, 16 December 2015	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	1,061,156.50	525,325 Ordinary shares	525,325