
Form 605

Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme 3P LEARNING LIMITED (3PL)

ACN/ARSN ACN 103 827 836

1. Details of substantial holder(1)

Name WESTPAC BANKING CORPORATION (WBC) and its associated entities listed in Annexure 'B'

ACN/ARSN (if applicable) ACN 007 457 141

The holder ceased to be a substantial holder on 13/01/2016

The previous notice was given to the company on 02/10/2015

The previous notice was dated 30/09/2015

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
13/01/2016	WBC & its Associates, BT Funds Management Limited, Westpac RE Limited, Advance Asset Management Limited, BT Funds Management (NZ) Limited	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to the voting interests of 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
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Westpac RE Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management (NZ) Limited	Westpac On Takutai Square, 16 Takutai Square Auckland 1010 New Zealand
3P LEARNING LIMITED (3PL)	The Company Secretary, 3P LEARNING LIMITED (3PL) Level 18, 124 Walker Street North Sydney NSW 2060 Tel: +61 2 9019 2800

Signature

Print name Tim Hartin Capacity Company Secretary

Sign here _____ Date 15/1/2016

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. 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 4 of the form.
- (2) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of “associate” in section 9 of the Corporations Act 2001.
- (4) 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 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.

- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE A

This is annexure 'A' referred to in Form 605, Notice of ceasing to be a substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities

Tim Hartin – Company Secretary, Westpac Banking Corporation – 15/01/2016

Sales & Purchases for the period : 1/10/2015 to 13/01/2016

SECURITY: 3PL

Advance Asset Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
13/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-6,442	-14,558.92	Ordinary	6,442
14/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-45,000	-101,700.00	Ordinary	45,000
14/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-35,078	-79,977.84	Ordinary	35,078
14/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-38,520	-87,055.20	Ordinary	38,520
14/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-16,480	-37,244.80	Ordinary	16,480
14/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-8,480	-19,334.40	Ordinary	8,480
8/12/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	706	1,412.00	Ordinary	706
11/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-492	-792.12	Ordinary	492
11/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-864	-1,399.68	Ordinary	864
11/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-561	-908.82	Ordinary	561
12/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-443	-748.67	Ordinary	443
12/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-11,412	-18,145.08	Ordinary	11,412
12/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-7,315	-11,630.85	Ordinary	7,315
12/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-1,588	-2,524.92	Ordinary	1,588
13/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-707	-1,201.90	Ordinary	707
13/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-2,944	-5,063.68	Ordinary	2,944
13/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-32	-55.04	Ordinary	32
13/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-3,170	-5,452.40	Ordinary	3,170
	Total		-178,822	-386,382.32		
	Advance Asset Management Limited Total :		-178,822	-386,382.32		

BT Funds Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
27/10/2015	BT Portfolio Services Limited	Purchase	1,800	4,302.36	Ordinary	1,800
25/11/2015	BT Portfolio Services Limited	Sale	-1,800	-3,582.18	Ordinary	1,800
	Total			720.18		
	BT Funds Management Limited Total :			720.18		

BT Funds Management (NZ) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
9/10/2015	NZ Guardian Nominees Ltd	Purchase	293,760	626,766.34	Ordinary	293,760
9/10/2015	NZ Guardian Nominees Ltd	Purchase	51,840	110,605.82	Ordinary	51,840
12/10/2015	NZ Guardian Nominees Ltd	Purchase	193,434	416,888.96	Ordinary	193,434

12/10/2015	NZ Guardian Nominees Ltd	Purchase	34,135	73,567.75	Ordinary	34,135
13/10/2015	NZ Guardian Nominees Ltd	Sale	-340,000	-845,274.00	Ordinary	340,000
13/10/2015	NZ Guardian Nominees Ltd	Sale	-100,000	-248,610.00	Ordinary	100,000
27/10/2015	NZ Guardian Nominees Ltd	Sale	-6,415	-16,310.78	Ordinary	6,415
3/11/2015	NZ Guardian Nominees Ltd	Sale	-38,879	-96,637.64	Ordinary	38,879
4/11/2015	NZ Guardian Nominees Ltd	Sale	-42,790	-106,577.05	Ordinary	42,790
12/11/2015	NZ Guardian Nominees Ltd	Purchase	294,924	742,825.08	Ordinary	294,924
12/11/2015	NZ Guardian Nominees Ltd	Purchase	40,000	99,436.00	Ordinary	40,000
	Total		380,009	756,680.47		
	BT Funds Management (NZ) Limited Total :		380,009	756,680.47		

Westpac RE Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
19/10/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	10,200	23,358.00	Ordinary	10,200
20/10/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	21,000	48,510.00	Ordinary	21,000
20/11/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	16,400	35,916.00	Ordinary	16,400
26/11/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	17,549	35,799.96	Ordinary	17,549
7/12/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	5,000	10,500.00	Ordinary	5,000
8/12/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	8,155	16,310.00	Ordinary	8,155
11/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-25	-40.50	Ordinary	25
11/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-5,426	-8,735.86	Ordinary	5,426
11/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-15,683	-25,406.46	Ordinary	15,683
12/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-9,488	-15,085.92	Ordinary	9,488
12/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-22,344	-35,526.96	Ordinary	22,344
12/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-54,473	-86,612.07	Ordinary	54,473
12/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-28,455	-45,243.45	Ordinary	28,455
12/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-8,513	-13,535.67	Ordinary	8,513
12/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-62,632	-99,584.88	Ordinary	62,632
12/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-9,489	-15,087.51	Ordinary	9,489
12/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-4,883	-8,252.27	Ordinary	4,883
12/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-14,197	-22,573.23	Ordinary	14,197
12/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-3,078	-4,894.02	Ordinary	3,078
12/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-11,385	-18,102.15	Ordinary	11,385
13/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-193	-331.96	Ordinary	193
13/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-6,901	-11,731.70	Ordinary	6,901
13/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-24,525	-42,183.00	Ordinary	24,525
13/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-43,061	-74,064.92	Ordinary	43,061
13/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-896	-1,523.20	Ordinary	896
	Total		-247,343	-358,121.77		
	Westpac RE Limited Total :		-247,343	-358,121.77		

ANNEXURE B

This is annexure 'B' (being 3 pages) referred to in Form 605, Notice of ceasing to be a substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities

Tim Hartin – Company Secretary, Westpac Banking Corporation – 15/01/2016

Westpac Banking Corporation	Australia	Series 2008-1M WST Trust	Australia
1925 (Commercial) Pty Limited	Australia	Series 2009-1 WST Trust	Australia
1925 (Industrial) Pty Limited	Australia	Series 2011-1 WST Trust	Australia
1925 Advances Pty Limited	Australia	Series 2011-2 WST Trust	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Series 2011-3 WST Trust	Australia
Advance Asset Management Limited	Australia	Series 2012-1 WST Trust	Australia
Altitude Administration Pty Limited	Australia	Series 2013-1 WST Trust	Australia
Altitude Rewards Pty Limited	Australia	Series 2013-2 WST Trust	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2014-1 WST Trust	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	Series 2014-2 WST Trust	Australia
Ascalon Capital Managers Limited	Australia	Series 2015-1 WST Trust	Australia
Ascalon Funds Seed Pool Trust	Australia	SIE-Lease (Australia) Pty Limited	Australia
Asgard Capital Management Limited	Australia	SIE-Lease (New Zealand) Pty Limited	New Zealand
Asgard Wealth Solutions Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Australian Loan Processing Security Company Pty Ltd	Australia	St.George Business Finance Pty Limited	Australia
Australian Loan Processing Security Trust	Australia	St.George Custodial Pty Limited	Australia
Bella Trust No. 2	Australia	St.George Equity Finance Limited	Australia
Belliston Pty Limited	Australia	St.George Finance Holdings Limited	Australia
Bill Acceptance Corporation Pty Limited	Australia	St.George Finance Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Life Limited	Australia
BT Australia Pty Limited	Australia	St.George Motor Finance Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	St.George Security Holdings Pty Limited	Australia
BT Financial Group Pty Limited	Australia	Sydney Capital Corp Inc.	USA
BT Funds Management (NZ) Limited	New Zealand	Tavarua Funding Trust IV	USA
BT Funds Management Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Funds Management No.2 Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Long Term Income Fund	Australia	Value Nominees Pty Limited	Australia
BT Portfolio Services Limited	Australia	W2 Investments Pty Limited	Australia
BT Private Nominees Pty Limited	Australia	Waratah Receivables Corp Pty Limited	Australia
BT Securities Limited	Australia	Waratah Securities Australia Limited	Australia
BT Short Term Income Fund	Australia	Westpac (NZ) Investments Limited	New Zealand
Canning Park Capital Pte. Ltd	Australia	Westpac Administration Pty Limited	Australia
Capital Corporate Finance Limited	Australia	Westpac Administration 2 Limited	Australia
Capital Finance (NZ) Limited	Australia	Westpac Administration 3 Limited	Australia
Capital Finance Australia Limited	Australia	Westpac Administration 4 Limited	Australia
Capital Finance New Zealand Limited	Australia	Westpac Altitude Rewards Trust	Australia
Capital Fleetlease Limited	Australia	Westpac Americas Inc.	USA
Capital Motor Finance Limited	Australia	Westpac Asian Lending Pty Limited	Australia
Capital Rent Group Limited	New Zealand	Westpac Bank-PNG-Limited	Papua New Guinea
Castlereagh Trust	Australia	Westpac Capital Holdings Inc.	USA
CBA Limited	Australia	Westpac Capital Markets Holding Corp.	USA

Challenge Limited	Australia	Westpac Capital Markets LLC	USA
Core Infrastructure Income Feeder 1 L P	UK	Westpac Capital Trust IV	USA
Core Infrastructure Income Feeder 2 L P	UK	Westpac Capital-NZ-Limited	New Zealand
Core Infrastructure Income Master L P	UK	Westpac Cash PIE Fund	Australia
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Cook Cove Trust I	Australia
Crusade ABS Series 2013 - 1 Trust	Australia	Westpac Cook Cove Trust II	Australia
Crusade ABS Series 2015 - 1 Trust	Australia	Westpac Covered Bond Trust	Australia
Crusade CP Management Pty Limited	Australia	Westpac Custodian Nominees Pty Limited	Australia
Crusade CP No.1 Pty Limited	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 53	Australia	Westpac Delta LLC	USA
Crusade CP Trust No. 56	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade CP Trust No. 57	Australia	Westpac Equipment Finance Limited	Australia
Crusade CP Trust No. 58	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade Euro Trust 1E of 2006	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade Euro Trust 1E of 2007	Australia	Westpac Equity Pty Limited	Australia
Crusade Global Trust 1 of 2006	Australia	Westpac Europe Limited	UK
Crusade Global Trust 1 of 2007	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Global Trust 2 of 2005	Australia	Westpac Financial Consultants Limited	Australia
Crusade Global Trust 2 of 2006	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade Management Limited	Australia	Westpac Financial Services Group Limited	Australia
Crusade 2P Trust of 2008	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Danaby Pty Limited	Australia	Westpac Financial Services Limited	Australia
Data Republic Pty Limited	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
eQR Securities Pty. Limited	Australia	Westpac Funds Financing Pty Limited	Australia
Europe Infrastructure Debt LP	UK	Westpac Funding Holdings Pty Limited	Australia
General Credits Pty Limited	Australia	Westpac General Insurance Limited	Australia
Halcyon Securities Pty Limited	Australia	Westpac General Insurance Services Limited	Australia
Hastings Advisers LLC	USA	Westpac Global Capital Markets Pty Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac Group Investment-NZ-Limited	New Zealand
Hastings Forests Australia Pty Limited	Australia	Westpac Holdings-NZ-Limited	New Zealand
Hastings Funds Management (UK) Limited	Singapore	Westpac Investment Capital Corporation	USA
Hastings Funds Management (USA) Inc.	UK	Westpac Investment Vehicle No.2 Pty Limited	Australia
Hastings Funds Management Asia Pty. Limited	USA	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Funds Management Limited	Australia	Westpac Investment Vehicle Pty Limited	Australia
Hastings Infrastructure 1 Limited	UK	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Infrastructure 2 Limited	UK	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Investment Capital LP	USA	Westpac Life Insurance Services Limited	Australia
Hastings Investment Management Pty Ltd	USA	Westpac Life-NZ-Limited	New Zealand
Hastings Investment Management (Europe) Ltd	UK	Westpac New Zealand Group Limited	New Zealand
Hastings Investments GP LLC	Australia	Westpac New Zealand Limited	New Zealand
Hastings Korea Company Limited	Korea	Westpac Nominees-NZ-Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac Notice Saver PIE Fund	Australia
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac NZ Covered Bond Holdings Limited	New Zealand
Hickory Trust	Australia	Westpac NZ Covered Bond Limited	New Zealand
Hitton Pty Limited	Australia	Westpac NZ Operations Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac NZ Securitisation Holdings Limited	New Zealand
Infrastructure GP LLP	UK	Westpac NZ Securitisation Limited	New Zealand
Infrastructure GP 2 LLP	UK	Westpac NZ Securitisation No. 2 Limited	New Zealand

Infrastructure Research and Advisory Services Private Limited	India	Westpac Overseas Holdings No. 2 Pty Limited	Australia
Magnitude Group Pty Limited	Australia	Westpac Overseas Holdings Pty Limited	Australia
MIF Custodian Trust	New Zealand	Westpac Properties Limited	Australia
Mortgage Management Pty Limited	Australia	Westpac RE Limited	Australia
Net Nominees Limited	Australia	Westpac Securities Administration Limited	Australia
Number 120 Limited	New Zealand	Westpac Securities Limited	Australia
Oniston Pty Limited	Australia	Westpac Securities NZ Limited	New Zealand
Partnership Pacific Pty Limited	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Partnership Pacific Securities Pty Limited	Australia	Westpac Securitisation Management Pty Limited	Australia
Pashley Investments Pty Limited	Australia	Westpac Singapore Limited	Singapore
Qvalent Pty Limited	Australia	Westpac Structured Products Limited	Australia
RAMS Financial Group Pty Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Reinventure Fund ILP	Australia	Westpac Syndications Management Pty Limited	Australia
RMS Warehouse Trust 2007-1	Australia	Westpac Term PIE Fund	New Zealand
Sallmoor Pty Limited	Australia	Westpac TPS Trust	Australia
Securitor Financial Group Limited	Australia	Westpac Unit Trust	Australia
Seed Pool Trust No. 2	Australia	Westpac USA Inc.	USA

Note: Westpac retains 31.0% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (31.0%)	Australia
BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited)	Australia