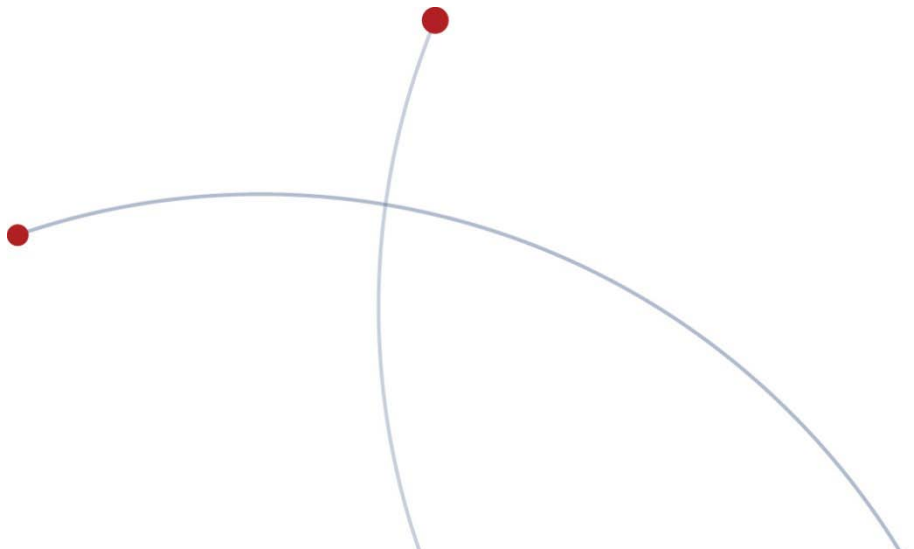




Member\Shareholder Change



CAS TRAINING COMPANY PTY LTD**ACN/ARBN: 111 111 114****REGISTER OF MEMBERS AT 29 OCTOBER 2009**

Quorum:

(* = pending transaction)

Name **SMITH, JOHN**
Address 500 COLLINS STREET, MELBOURNE, VIC, 3000

Security **ORD - ORDINARY SHARES FULLY PAID**

Date Entered	Transaction Type	Units	Amount Paid Per Share	Amount Unpaid Per Share	Certificate No	Unique Numbers	Transferred To/From, Redeemed, Reissued	Balance
01/09/2009	Subscription	50	\$1.00		1	1 TO 50		50
29/10/2009	Transfer Out	(10)	\$1.00		4	41 TO 50	SMITH, MARY	40

Name **SMITH, MARY**
Address 500 COLLINS STREET, MELBOURNE, VIC, 3000

Security **ORD - ORDINARY SHARES FULLY PAID**

Date Entered	Transaction Type	Units	Amount Paid Per Share	Amount Unpaid Per Share	Certificate No	Unique Numbers	Transferred To/From, Redeemed, Reissued	Balance
01/09/2009	Subscription	50	\$1.00		2	51 TO 100		50
29/10/2009	Allotment	25	\$1.00		3	101 TO 125		75
29/10/2009	Transfer In	10	\$1.00		5	41 TO 50	SMITH, JOHN	85

COMPANY HAS NO OPTIONHOLDERS

REGISTER OF OFFICERS AT 29 OCTOBER 2009

Name	SMITH, JOHN		
Address	500 COLLINS STREET, MELBOURNE, VIC, 3000		
Date of Birth	30/04/1986	Place of Birth	CARLTON, NSW

Secretary	Appointed: 01/09/2009
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Name	SMITH, MARY		
Address	500 COLLINS STREET, MELBOURNE, VIC, 3000		
Date of Birth	30/04/1986	Place of Birth	CARLTON, VIC

Director	Appointed: 01/09/2009
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COMPANY HAS NO BENEFICIAL OWNERS

CAS TRAINING COMPANY PTY LTD**ACN/ARBN: 111 111 114****SHARE/OPTION ALLOTMENT, CONVERSION, CONSOLIDATION, REDEMPTION,
RETURN OF CAPITAL AND SUBDIVISION JOURNAL FOR THE PERIOD 01 SEPTEMBER
2009 TO 29 OCTOBER 2009**

Date Entered	Transaction Details		Number
01/09/2009 Subscription	Name Security Unique Numbers Certificate No Consideration	SMITH, JOHN ORD - ORDINARY SHARES FULLY PAID 1 TO 50 1 Cash	50
01/09/2009 Subscription	Name Security Unique Numbers Certificate No Consideration	SMITH, MARY ORD - ORDINARY SHARES FULLY PAID 51 TO 100 2 Cash	50
29/10/2009 Allotment	Name Security Unique Numbers Certificate No Consideration	SMITH, MARY ORD - ORDINARY SHARES FULLY PAID 101 TO 125 3 Cash	25

CAS TRAINING COMPANY PTY LTD**ACN/ARBN: 111 111 114****SHARE/OPTION TRANSFER JOURNAL FOR THE PERIOD 01 SEPTEMBER 2009 TO 29 OCTOBER 2009**

Date Entered	Transaction Details	Number
29/10/2009	From: Name SMITH, JOHN	10
	Unique Numbers 41 TO 50	
	Certificate No 4	
	To: Name SMITH, MARY	
	Unique Numbers 41 TO 50	
	Certificate No 5	
	Security ORD - ORDINARY SHARES FULLY PAID	

Company Name: CAS TRAINING COMPANY PTY LTD
ACN/ARBN: 111 111 114
Document Type: MEMORANDUM OF RESOLUTIONS OF THE DIRECTOR(S)

Allotment of Shares: It was resolved to approve the following allotment of shares:

Mary Smith
No of Shares: 25
Ordinary Shares Fully Paid
Share Nos: 101 to 125

Transfer of Shares: It was resolved to approve the following transfer of shares:

Seller: John Smith
Buyer: Mary Smith
No of Shares: 10
Ordinary Shares Fully Paid
Share Nos: 41 to 50

Preparation of Documents: The secretary was requested to complete the documents required to reflect the change to members of the company.

It was also resolved to complete the new share certificates pursuant to the rules that govern the execution of documents by the company and to cancel any certificates that are no longer required.

Signed by all the director(s) of the company:

..... /.../...
John Smith

..... /.../...
Mary Smith

Change to company details

Sections A, B or C may be lodged independently with this signed cover page to notify ASIC of:

- | | | |
|---|---------------------------------|---|
| A1 Change of address | B1 Cease company officeholder | C1 Cancellation of shares |
| A2 Change of name - officeholders and proprietary company members | B2 Appoint company officeholder | C2 Issue of shares |
| A3 Change - ultimate holding company | B3 Special purpose company | C3 Change to share structure |
| | | C4 Changes to the register of members for proprietary companies |

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) and submit as part of this lodgement

Company details

Refer to guide for information about corporate key

Company name	
ACN/ABN	Corporate key

Lodgement details

Who should ASIC contact if there is a query about this form?

Firm/organisation
Contact name/position description
ASIC registered agent number (if applicable)
Telephone number
Postal address or DX address
Total number of pages including this cover sheet

Signature

This form must be signed by a current officeholder of the company.

I certify that the information in this cover sheet and the attached sections of this form are true and complete.	
Name	
Capacity	
☐	Director
☐	Company secretary
Signature	
Date signed	
[D]	[D]
[M]	[M]
[Y]	[Y]

Lodgement

Send completed and signed forms to:
Australian Securities and Investments Commission,
PO Box 4000, Gippsland Mail Centre VIC 3841.

Or lodge the form electronically by visiting the ASIC website
www.asic.gov.au

For help or more information

Telephone 1300 300 630
Email info.enquiries@asic.gov.au
Web www.asic.gov.au

Section C completion guide

Standard share codes

Refer to the following table for the share class codes for sections C1, C2, C3 and C4

Share class code	Full title	Share class code	Full title
A	A	PRF	preference
B	B ...etc	CUMP	cumulative preference
EMP	employee's	NCP	non-cumulative preference
FOU	founder's	REDP	redeemable preference
LG	life governor's	NRP	non-redeemable preference
MAN	management	CRP	cumulative redeemable preference
ORD	ordinary	NCRP	non-cumulative redeemable preference
RED	redeemable	PARP	participative preference
SPE	special		

If you are using the standard share class codes you do not need to provide the full title for the shares, just the share class code.

If you are not using the standard share class code, enter a code of no more than 4 letters and then show the full title.

Sections to complete

Use the table below to identify the sections of this form to complete (please indicate the sections that have been completed). Completion of this table is optional.

	C1 - Cancellation of shares	C2 - Issue of shares	C3 - Change to share structure table	C4 - Change to members register
Issue of shares				
☐ Proprietary company	Not required	✓	✓	✓
☐ Public company				
☐ if in response to the Annual company statement	Not required	✓	✓	Not required
☐ if not in response to the Annual company statement	Not required	✓	Not required	Not required
Cancellation of shares				
☐ Proprietary company	✓	Not required	✓	✓
☐ Public company				
☐ if in response to the Annual company statement	✓	Not required	✓	Not required
☐ if not in response to the Annual company statement	✓	Not required	Not required	Not required
Transfer of shares				
☐ Proprietary company	Not required	Not required	Not required	✓
☐ Public company				
☐ if in response to the Annual company statement	Not required	Not required	Not required	Not required
☐ if not in response to the Annual company statement	Not required	Not required	Not required	Not required
Changes to amounts paid				
☐ Proprietary company	Not required	Not required	✓	✓
☐ Public company				
☐ if in response to the Annual company statement	Not required	Not required	✓	Not required
☐ if not in response to the Annual company statement	Not required	Not required	Not required	Not required
Changes to beneficial ownership				
☐ Proprietary company	Not required	Not required	Not required	✓
☐ Public company				
☐ if in response to the Annual company statement	Not required	Not required	Not required	Not required
☐ if not in response to the Annual company statement	Not required	Not required	Not required	Not required

To notify ASIC about a division or conversion of a class of shares, you must lodge a form 211 within 28 days of the change occurring.

To notify ASIC about a conversion of shares into larger or smaller numbers, you must lodge a form 2205B within 28 days of the change occurring.

C1 Cancellation of shares

Reason for cancellation
Please indicate the reason that shares have been cancelled (select one or more boxes)

☐ Redeemable preference shares — **S.254J**

☐ Redeemed out of profits

☐ Redeemed out of proceeds of a fresh issue of shares

☐ Capital reduction — **S.256A – S.256E**

☐ Single shareholder company

☐ Multiple shareholder company. A Form 2560 must be lodged before a capital reduction takes place

☐ Share buy-back. — **ss.257H(3)**

☐ Minimum holding buy-back by listed company

☐ Other buy-back type. A form 280 or 281 must be lodged at least 14 days, and no more than 1 year before the share buy-back can take place

☐ Forfeited shares — **S.258D**

☐ Shares returned to a public company — **ss.258E(2) & (3)**

☐ Under section 651C, 724(2), 737 or 738

☐ Under section 1325A (court order)

☐ Other

Description

Give section reference

Details of cancelled shares

List the details of shares cancelled in the following table

Share class code	Number of shares cancelled	Amount paid (cash or otherwise)

Earliest date of change
Please indicate the earliest date that any of the above changes occurred.

/

/

[D]

[D]

[M]

[M]

[Y]

[Y]

C2 Issue of shares

List details of new share issues in the following table.

Share class code	Number of shares issued	Amount paid per share	Amount unpaid per share

Earliest date of change

Please indicate the earliest date that any of the above changes occurred

/ /

[D D] [M M] [Y Y]

If shares were issued for other than cash, were some or all of the shares issued under a written contract?

☐ **Yes**

if yes, proprietary companies must also lodge a Form 207Z certifying that all stamp duties have been paid. Public companies must also lodge a Form 207Z and either a Form 208 or a copy of the contract.

☐ **No**

if no, proprietary companies are not required to provide any further documents with this form. Public companies must also lodge a Form 208.

C3 Change to share structure

Where a change to the share structure table has occurred (eg. as a result of the issue or cancellation of shares), please show the updated details for the share classes affected. Details of share classes not affected by the change are not required here.

Share class code	Full title if not standard	Total number of shares (current after changes)	Total amount paid on these shares	Total amount unpaid on these shares

Earliest date of change

Please indicate the earliest date that any of the above changes occurred

[D D] [M M] [Y Y]

/ /

Lodgement details

Is this document being lodged to update the Annual Company Statement that was sent to you?

☐ Yes

☐ No

C4 Changes to the register of members for proprietary companies

Use this section to notify changes to the register of members for your proprietary company (changes to the shareholdings of members):

- If there are 20 members or less in a share class, all changes need to be notified
- If there are more than 20 members in a share class, only changes to the top twenty need be notified (s178B)
- If shares are jointly owned, you must also provide names and addresses of all joint owners on a separate sheet (annexure), clearly indicating the share class and with whom the shares are jointly owned

The changes apply to

Please indicate the name and address of the member whose shareholding has changed

☐	Family name	Given names
OR		
☐	Company name	
ACN/ARBN/ ABN		
Office, unit, level, or PO Box number		
Street number and Street name		
Suburb/City		State/Territory
Postcode	Country (if not Australia)	

Earliest date of change

Please indicate the earliest date that any of the following changes occurred.

Date of change

		/			/		
[D	D]		[M	M]		[Y	Y]

The changes are

Share class code	Shares increased by ... (number)	Shares decreased by ... (number)	Total number now held	Total \$ paid on these shares	Total \$ unpaid on these shares	Fully paid (y/n)	Beneficially held (y/n)	Top 20 member (y/n)

Date of entry of member's name in register
(New members only)

Date of entry

		/			/		
[D	D]		[M	M]		[Y	Y]

C4 Changes to the register of members for proprietary companies

Use this section to notify changes to the register of members for your proprietary company (changes to the shareholdings of members):

- If there are 20 members or less in a share class, all changes need to be notified
- If there are more than 20 members in a share class, only changes to the top twenty need be notified (s178B)
- If shares are jointly owned, you must also provide names and addresses of all joint owners on a separate sheet (annexure), clearly indicating the share class and with whom the shares are jointly owned

The changes apply to

Please indicate the name and address of the member whose shareholding has changed

☐	Family name	Given names
OR		
☐	Company name	
ACN/ARBN/ ABN		
Office, unit, level, or PO Box number		
Street number and Street name		
Suburb/City		State/Territory
Postcode	Country (if not Australia)	

Earliest date of change

Please indicate the earliest date that any of the following changes occurred.

Date of change

		/			/		
[D	D]		[M	M]		[Y	Y]

The changes are

Share class code	Shares increased by ... (number)	Shares decreased by ... (number)	Total number now held	Total \$ paid on these shares	Total \$ unpaid on these shares	Fully paid (y/n)	Beneficially held (y/n)	Top 20 member (y/n)

Date of entry of member's name in register
(New members only)

Date of entry

		/			/		
[D	D]		[M	M]		[Y	Y]

CAS TRAINING COMPANY PTY LTD

ACN/ARBN: 111 111 114

Incorporated in Victoria on 01/09/2009 under the Corporations Act 2001

Registered Office:

500 COLLINS STREET
MELBOURNE, VIC, 3000

Certificate Number: **4**
(Balance Certificate)

Share Certificate

This is to certify that

SMITH, JOHN
500 COLLINS STREET
MELBOURNE, VIC, 3000

is the registered holder of

No of Shares:	40
Unique Numbers	41 TO 50
Security	ORD - ORDINARY SHARES FULLY PAID
Amount Payable per Share	\$1.00
Amount Unpaid per Share	\$0.00

in the above named company subject to its Constitution.

Signed in accordance with the Constitution of the company on 29/10/2009

JOHN SMITH
Director/Secretary

MARY SMITH
Director

CAS TRAINING COMPANY PTY LTD

ACN/ARBN: 111 111 114

Incorporated in Victoria on 01/09/2009 under the Corporations Act 2001

Registered Office:

500 COLLINS STREET
MELBOURNE, VIC, 3000

Certificate Number: **3**

Share Certificate

This is to certify that

SMITH, MARY
500 COLLINS STREET
MELBOURNE, VIC, 3000

is the registered holder of

No of Shares:	25
Unique Numbers	101 TO 125
Security	ORD - ORDINARY SHARES FULLY PAID
Amount Payable per Share	\$1.00
Amount Unpaid per Share	\$0.00

in the above named company subject to its Constitution.

Signed in accordance with the Constitution of the company on 29/10/2009

JOHN SMITH
Director/Secretary

MARY SMITH
Director

CAS TRAINING COMPANY PTY LTD

ACN/ARBN: 111 111 114

Incorporated in Victoria on 01/09/2009 under the Corporations Act 2001

Registered Office:

500 COLLINS STREET
MELBOURNE, VIC, 3000

Certificate Number: **5**

Share Certificate

This is to certify that

SMITH, MARY
500 COLLINS STREET
MELBOURNE, VIC, 3000

is the registered holder of

No of Shares:	10
Unique Numbers	41 TO 50
Security	ORD - ORDINARY SHARES FULLY PAID
Amount Payable per Share	\$1.00
Amount Unpaid per Share	\$0.00

in the above named company subject to its Constitution.

Signed in accordance with the Constitution of the company on 29/10/2009

JOHN SMITH
Director/Secretary

MARY SMITH
Director

29 October 2009

The Secretary
Cas Training Company Pty Ltd
500 Collins Street
Melbourne, VIC, 3000

Dear Sir

APPLICATION FOR SHARES

I hereby apply for an allotment of shares in the above named company and provide the following information:

Full Name	Mary Smith
Address	500 Collins Street, Melbourne, VIC, 3000

Share Allotment Details

No of Shares	25
Security	Ordinary Shares
Amount Payable (per share)	\$1.00

I hereby agree to be bound by the Constitution of the company.

Yours faithfully

MARY SMITH

Standard Transfer Form	
Part 1	
Company Name	CAS TRAINING COMPANY PTY LTD
ACN/ARBN	111 111 114 Incorporated in: Victoria
Description	ORD - ORDINARY SHARES FULLY PAID
Quantity	10 Unique Numbers: 41 TO 50
Consideration	\$10.00
Date	29/10/2009
Full Name (s) of Transferor(s) (Seller(s))	SMITH, JOHN 500 COLLINS STREET, MELBOURNE, VIC, 3000
I/We hereby transfer the above shares to the transferee(s) names below	
Transferor(s) (Seller(s)) Sign Here	/ /
Part 2	
Full Name (s) of Transferee(s) (Buyer(s))	SMITH, MARY 500 COLLINS STREET, MELBOURNE, VIC, 3000
Transferee(s) (Buyer(s)) Sign Here	/ /