



Notification to the ASX

29 January 2004

Reckon Limited (RKN)

RECKON COMPLETES ACQUISITION OF ADVANCED PROFESSIONAL SOLUTIONS

Further to its announcement of 22 December 2003, Reckon Limited is pleased to announce the completion of the acquisition of the Australian, New Zealand and UK operations of Advanced Professional Solutions (APS).

For further information, please contact:

Mr Clive Rabie

Reckon Limited

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Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

Reckon Limited

ABN

14 003 348 730

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1 +Class of +securities issued or to be issued

Ordinary shares

2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

6,896,552 issued

plus

1,724,138 issued in escrow

3 Principal terms of the securities (eg, if options, exercise price and expiry date; if partly paid securities, the amount outstanding and due dates for payment; if convertible securities, the conversion price and dates for conversion)

Fully paid ordinary shares.

Issued as part consideration for the purchase and sale of all the shares in Advanced Professional Solutions Pty Limited (ACN 082 521 917); Advanced Professional Solutions Limited (Company Number 91150); Advanced Professional Solutions Limited (03081021) from APS Group Limited (Company Number 1274678).

Of the shares to be issued:

- 6,896,552 shares will be issued today;
- 862,069 shares will be held in escrow subject to a holding lock to be released only upon attainment of performance goals to be met by 31 December 2004; and
- 862,069 shares will be held in escrow subject to a holding lock to be released only upon attainment of performance goals to be met by 30 June 2005.

During the relevant escrow periods the vendor or any persons who control it may not: dispose of, or agree or offer to dispose of the shares; create or agree or offer to create, any security interest in the shares; do or omit to do, any act if the act or omission would have the effect of transferring effective ownership or control of the shares.

Any dividends declared on the shares in escrow shall accrue to the vendor and all voting rights shall remain with the vendor. In addition, the vendor shall have the right to participate in any rights issues, bonus issues and any other form of capital restructuring during any escrow period.

Shares held in escrow will be forfeited back to the company if performance goals set out in the Share Sale Agreement are not achieved.

<p>4 Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes</p>				
<p>5 Issue price or consideration</p>	<p>8,620,690 shares at \$0.5800 per share</p> <p>A consideration of \$5,000,000.</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Issued as part consideration for the purchase and sale of all the shares in Advanced Professional Solutions Pty Limited (ACN 082 521 917); Advanced Professional Solutions Limited (Company Number 91150); Advanced Professional Solutions Limited (03081021) from APS Group Limited (Company Number 1274678).</p>				
<p>7 Dates of entering *securities into uncertificated holdings or despatch of certificates</p>	<p>29 January 2004</p>				
<p>8 Number and *class of all *securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="762 1451 1066 1485">Number</th> <th data-bbox="1066 1451 1359 1485">*Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="762 1485 1066 1709">129,144,877 plus shares referred to in clause 2</td> <td data-bbox="1066 1485 1359 1709">Ordinary</td> </tr> </tbody> </table>	Number	*Class	129,144,877 plus shares referred to in clause 2	Ordinary
Number	*Class				
129,144,877 plus shares referred to in clause 2	Ordinary				
<p>9 Number and *class of all *securities not quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="762 1742 1066 1776">Number</th> <th data-bbox="1066 1742 1359 1776">*Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="762 1776 1066 2033">3,573,562</td> <td data-bbox="1066 1776 1359 2033">Ordinary employee shares Options issued under employee share option plan exercisable at various dates and at various prices</td> </tr> </tbody> </table>	Number	*Class	3,573,562	Ordinary employee shares Options issued under employee share option plan exercisable at various dates and at various prices
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3,573,562	Ordinary employee shares Options issued under employee share option plan exercisable at various dates and at various prices				

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Unchanged
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Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
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12	Is the issue renounceable or non-renounceable?	
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13	Ratio in which the *securities will be offered	N/A
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14	*Class of *securities to which the offer relates	N/A
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15	*Record date to determine entitlements	N/A
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16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
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17	Policy for deciding entitlements in relation to fractions	N/A
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18	Names of countries in which the entity has *security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
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19	Closing date for receipt of acceptances or renunciations	N/A
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20	Names of any underwriters	N/A
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21	Amount of any underwriting fee or commission	N/A
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22	Names of any brokers to the issue	N/A
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23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders	N/A
25	If the issue is contingent on *security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do *security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do *security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do *security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	*Despatch date	N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

- 38 Number of securities for which +quotation is sought
- 39 Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?
- If the additional securities do not rank equally, please state:
- the date from which they do
 - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
 - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

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42 Number and *class of all *securities quoted on ASX (*including* the securities in clause 38)

Number	*Class

Quotation agreement

1 +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:
(Company secretary)

Date: 29 January 2004

Print name: Myron Zlotnick

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