

Appendix 4C

Quarterly report for entities admitted on the basis of commitments

Introduced 31/3/2000. Amended 30/9/2001, 24/10/2005.

Name of entity

3Q Holdings Limited

ABN

42089058293

Quarter ended ("current quarter")

31 December 2008

Consolidated statement of cash flows

Cash flows related to operating activities	Current quarter \$A'000	Year to date (6 months) \$A'000
1.1 Receipts from customers	7,049	12,867
1.2 Payments for		
(a) staff costs	(2,910)	(5,802)
(b) advertising and marketing	(247)	(382)
(c) research and development	(266)	(445)
(d) leased assets	13	
(e) other working capital	(1,566)	(3,622)
1.3 Dividends received		
1.4 Interest and other items of a similar nature received	7	30
1.5 Interest and other costs of finance paid	(516)	(720)
1.6 Income taxes paid	(119)	(375)
1.7 Other (provide details if material)	304	312
Net operating cash flows	1,749	1,863

+ See chapter 19 for defined terms.

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	Curent quarter \$A'000	Year to date (6 months) \$A'000
1.8 Net operating cash flows (carried forward)	1,749	1,863
1.9 Cash flows related to investing activities		
1.9 Payment for :		
(a) costs incurred on the acquisition of AdvanceRetail Technology Limited.		
(b) costs incurred on the acquisition of Island Pacific.	(7)	(55)
(c) cash acquired on acquisition of Island Pacific		
(d) physical non-current assets	(52)	(68)
(e) other non-current assets		
(f) deposit in relation to potential investment		
(g) share buy-back		
1.10 Proceeds from disposal of:		
(a) businesses (item 5)		
(b) listed investments		
(c) intellectual property		
(d) physical non-current assets		
(e) other non-current assets		
(f) refund of exclusivity deposit in relation to investment in Island Pacific		
1.11 Loans to other entities (including staff)		
1.12 Loans repaid by other entities		24
Net investing cash flows	(59)	(99)
1.14 Total operating and investing cash flows	1,690	1,764
Cash flows related to financing activities		
1.15 Proceeds from issues of shares, options, etc.		
1.16 Proceeds from sale of forfeited shares		
1.17 Proceeds from borrowings		
1.18 Repayment of borrowings	(1,500)	(5,746)
1.19 Dividends paid		
1.20 Other - share buy-back	(61)	(61)
Net financing cash flows	(1,561)	(5,807)
Net increase (decrease) in cash held	129	(4,043)
1.21 Cash at beginning of quarter/year to date	2,512	6,267
1.22 Translation adjustments	193	610
1.23 Cash at end of quarter/year to date	2,834	2,834

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Payments to directors of the entity and associates of the directors

Payments to related entities of the entity and associates of the related entities

		Current quarter \$A'000
1.24	Aggregate amount of payments to the parties included in item 1.2 and 1.20	(633)
1.25	Aggregate amount of loans to the parties included in item 1.11	

1.26

Explanation necessary for an understanding of the transactions

Payments to directors or associates of the directors of the entity include payments as part of the director's salary packages including director's fees plus payments for rental of property owned by a related entity of certain of the directors.

Non-cash financing and investing activities

2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

2.2 Details of outlays made by other entities to establish or increase their share in businesses in which the reporting entity has an interest

Financing facilities available

Add notes as necessary for an understanding of the position. (See AASB 1026 paragraph 12.2).

		Amount available \$A'000	Amount used \$A'000
3.1	Loan facilities - NAB	19,500	15,937*
3.2	Vendor Finance – Island Pacific acquisition	4,296	4,296**

*Part of the facilities used include US\$6,831,642 which has been converted into AUD\$ at the rate at 31 December 2008.

**The vendor loan finance of US\$3 mill has been converted into AUD\$ at the rate at 31 December 2008.

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Reconciliation of cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.	Current quarter \$A'000	Previous quarter \$A'000
4.1 Cash on hand and at bank	1,345	1,153
4.2 Deposits at call		6
4.3 Cash held by Vendor of Island Pacific*	1,489	1,353
Total: cash at end of quarter (item 1.23)	2,834	2,512

* The Vendor, Retail Pro, has paid for certain expenses on behalf of 3Q. Part of this cash will be used to repay Retail Pro for such expenses.

Acquisitions and disposals of business entities

	Acquisitions (Item 1.9(a))	Disposals (Item 1.10(a))
5.1 Name of entity		
5.2 Place of incorporation or registration		
5.3 Consideration for acquisition or disposal (Excludes costs of acquisition)		
5.4 Total net assets (includes intellectual property and Goodwill) - Excludes costs of acquisition		
5.5 Nature of business		

Compliance statement

- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act (except to the extent that information is not required because of note 2) or other standards acceptable to ASX.
- 2 This statement does give a true and fair view of the matters disclosed.

Sign here:



Date: 30/01/2009

(Director/Company secretary)

+ See chapter 19 for defined terms.

Print name: Alan Treisman.....

Notes

1. The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
2. The definitions in, and provisions of, *AASB 1026: Statement of Cash Flows* apply to this report except for the paragraphs of the Standard set out below.
 - 6.2 - reconciliation of cash flows arising from operating activities to operating profit or loss
 - 9.2 - itemised disclosure relating to acquisitions
 - 9.4 - itemised disclosure relating to disposals
 - 12.1(a) - policy for classification of cash items
 - 12.3 - disclosure of restrictions on use of cash
 - 13.1 - comparative information
3. **Accounting Standards.** ASX will accept, for example, the use of International Accounting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

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