REGISTRAR OF COMPANIES

Sapphire International Limited

Report and Financial Statements

Year Ended

31 December 1997





Annual report and financial statements for the year ended 31 December 1997

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Director

S R Page

Secretary and registered office

K.R.B. (Secretaries) Limited, 13-19 Curtain Road, London, EC2A 3LT.

Company number

2642975

Auditors

BDO Stoy Hayward, 8 Baker Street, London, W1M 1DA.

Report of the directors for the year ended 31 December 1997

The director presents his report together with the audited financial statements for the year ended 31 December 1997.

Results and dividends

The profit for the year, after taxation amounted to £22,000 (1996 - loss of £12,000). The directors do not recommend the payment of a dividend.

Principal activities, review of business and future developments

The company's principal activities during the year were the supply of packaged software and associated services to the business and professional sectors of the microcomputer market.

As a result of the restructuring and reorganisation of the business which occurred during 1996, the company was pleased to make a small profit during 1997. In addition new products have been launched and the director anticipates that this will lead to an upturn in turnover towards the end of 1998.

Directors

The directors of the company during the year were:

S R Page J Franklin (resigned 31 July 1997)

According to the register kept by the company pursuant to Section 325 of the Companies Act 1985, the directors and their families had the following interests in the share capital of Triangle Software International Inc, the ultimate parent company.

Shares	1997	1996	
S R Page	2,225,949	2,771,418	
J Franklin	-	79,998	

Charitable contributions

There were no political or charitable contributions (1996 - £875).

Director's responsibilities

Company law requires the director to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and

Report of the directors for the year ended 31 December 1997 (Continued)

Director's responsibilities (Continued)

• prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. He is also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditors

BDO Stoy Hayward, have expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the annual general meeting.

By order of the Board

K.R.B. (Secretaries) Limited

For and on behalf of K.R.B. (SECRETARIES) LTD.

Secretary

Date 17 July 1998

Report of the auditors

To the shareholders of Sapphire International Limited

We have audited the financial statements on pages 4 to 17 which have been prepared under the accounting policies set out on pages 7 and 8.

Respective responsibilities of directors and auditors

As described on pages 1 and 2 the company's directors are responsible for the preparation of the financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Adverse opinion

The company's principal asset is an amount of £1,132,000 due from the parent undertaking which has net external liabilities. In our opinion the company is unlikely to receive repayment of this debt and full provision of £1,132,000 is required to reduce this balance to its net realisable value.

In view of the effect of the failure to make the provision referred to above, in our opinion the financial statements do not give a true and fair view of the state of the company's affairs at 31 December 1997 and of its profit for the year then ended.

In all other respects the financial statements have been properly prepared in accordance with the Companies Act 1985.

BDO STOY HAYWARD

Chartered Accountants and Registered Auditors

London

17 July 1998

SAPPHIRE INTERNATIONAL LIMITED

Profit and loss account for the year ended 31 December 1997

	Note	1997 £'000	1996 £'000
Turnover	2	2,188	3,168
Cost of sales		1,152	1,722
Gross profit		1,036	1,446
Distribution costs Administrative expenses		446 601	535 827
Operating (loss)/profit	3	(11)	84
Cost of fundamental restructuring and reorganisation		-	(29)
Profit on disposal of tangible assets	5	4	-
Profit on disposal of goodwill	5	28	-
Interest payable	7	(19)	(78)
Profit/(loss) on ordinary activities before taxation		2	(23)
Taxation	8	(20)	(35)
Profit retained for the financial year	18	22	12

There were no movements in shareholders' funds apart from the profit for the year.

All amounts relate to continuing activities.

All recognised gains and losses are included in the profit and loss account.

The notes on pages 7 to 17 form part of these financial statements.

Balance sheet at 31 December 1997

	Note	199	97		1996
		£'000	£'000	£'000	£'000
Fixed assets		•			
Tangible assets	9a		42		78
Investments	9b		166		-
Current assets					
Stocks	10	5		27	
Debtors due within one year	11	490		602	
Debtors due after one year	11	1,147		1,271	
Cash at bank and in hand		4		_	
		1,646		1,900	
Creditors: amounts falling due within one year	12	570		806	
within the year	12				
Net current assets			1,076		1,094
Total assets less current liabilities			1,284		1,172
Creditors: amounts falling due after more than one year	13		129		39
Net assets			1,155		1,133
Capital and reserves					
Called up share capital	15		137		137
Share premium account	18		241	•	241
Profit and loss account	18		777		755
Shareholder's funds - equity			1,155		1,133

The financial statements were approved by the Board on 17 July 1998

S R Page Director

The notes on pages 7 to 17 form part of these financial statements.

Cash flow statement for the year ended 31 December 1997

	Note	1997 £'000	£'000	1996 £'000	£'000
Net cash inflow from operating activities	20		124		240
Returns on investments and					
servicing of finance Interest paid		(70)		(26)	
Interest element of finance lease		, ,			
rental payments		(1)		-	
Net cash outflow from returns on investments and servicing of finance			(71)		(26)
Taxation Corporation tax received/(paid)		41		(19)	
Tax received/(paid)			41		(19)
Capital expenditure and financial investments					
Payments to acquire tangible fixed asset Receipts from sales of tangible fixed ass		(29)		(30)	
Net cash outflow from capital			(25)		(30)
expenditure and financial investments			(25)	_	
Net cash inflow before financing			69		165
Financing					
Repayments of capital element of finance lease rentals	e	(16)		(23)	
Net cash outflow from financing	21		(16)	_	(23)
Increase in cash	21		53		142

The notes on pages 7 to 17 form part of these financial statements.

Notes forming part of the financial statements for the year ended 31 December 1997

1 Accounting policies

Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention, and are in accordance with applicable accounting standards. The following principal accounting policies have been applied:

Group accounts

The accounts contain information about Sapphire International Limited as an individual company and do not contain consolidated financial information as the parent of the group. The company has taken advantage of the exemption conferred by S.248 of the Companies Act 1985 not to produce consolidated accounts as the group it heads qualifies as a medium sized group.

Tangible fixed assets and depreciation

Motor vehicles, equipment and leasehold improvements are stated at cost net of accumulated depreciation and amortisation. Depreciation and amortisation is computed on a straight-line method at rates intended to write-off the cost of the assets less their estimated residual values over the assets' estimated useful lives as follows:

Leasehold improvements - 4 years
Furniture, fixtures and fittings - 4 years
Computer equipment - 3 years
Motor vehicles - 4 years

Revenue recognition

Revenue is recognised at the time of shipment, net of provision for estimated future returns. The estimated costs for support during the warranty period are included in cost of revenues. Revenue from maintenance contracts is recognised over the life of the contract.

Stock

Stock is valued at the lower of cost and net realisable value. Cost is determined on the first-in, first-out method. Net realisable value is based on estimated selling price, less further costs expected to be incurred to completion and disposal. Provision is made for obsolete, slow moving or defective items where appropriate.

Deferred taxation

Deferred taxation is provided using the liability method on all timing differences which are expected to reverse in the future without being replaced, calculated at the rate at which it is anticipated the timing difference will reverse.

Notes forming part of the financial statements for the year ended 31 December 1997 (Continued)

1 Accounting policies (Continued)

Foreign currencies

Transactions in foreign currencies are recorded at rates of exchange prevailing at the time of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date.

All differences are taken to the profit and loss account.

Leasing and hire purchase commitments

Assets held under finance leases and hire purchase contracts are capitalised in the balance sheet and are depreciated over their useful lives. The interest element of the rental obligations is charged to the profit and loss account over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding.

Rentals paid under operating leases are charged to income on a straight line basis over the lease term, even if the payments are not made on such a basis. Benefits received as an incentive to sign an operating lease are similarly spread on a straight line basis over the lease term.

Pensions

The company operates a defined contribution pension scheme. Contributions are charged to the profit and loss account as they become payable in accordance with the rules of the scheme.

Royalties

Royalties are charged to the profit and loss account at a percentage of software sales in accordance with terms of the royalties agreement.

2 Turnover

Turnover represents the amounts derived from the provision of goods and services which fall within the company's ordinary activities, stated net of value added tax and earned predominantly in the United Kingdom.

Notes forming part of the financial statements for the year ended 31 December 1997 (Continued)

2	Turnover (Continued)		
		1997 £'000	1996 £'000
	Turnover		
	Computer software goods and related training services Consultancy services	1,788 400	2,628 540
		2,188	3,168
3	Operating profit/(loss)		
	This is stated after charging:		
	Auditors' remuneration: Audit services	. 12	12
	Non-audit services Depreciation of owned fixed assets Depreciation of assets held under finance leases and	44	9 78
	hire purchase contracts Exchange loss	9 1	14 2
	Operating lease rentals: Motor vehicles Land and buildings	71 180	68 164
			
4	Directors' remuneration	1997 £'000	1996 £'000
	Directors' emoluments	131	194
	Highest paid director	96	132

Pension contributions of £8,000 (1996 - £9,228) were made in respect of directors.

Notes forming part of the financial statements for the year ended 31 December 1997 (Continued)

5	Profit on disposal of assets		£
	Profit on disposal of tangible assets Profit on disposal of goodwill		4 28
			32
	The disposal of goodwill relates to the disposal of part of the company associated goodwill. The sale was made to Technology Arts Informatic company.	's consultancy busion Limited, a fellow	ness and the w subsidiary
6	Staff costs	£'000	£'000
	Staff costs, including directors emoluments, were as follows: Wages and salaries Social security costs Other pension costs Private health insurance	856 84 30 4	1,087 103 37 13
		974	1,240
	The average weekly number of employees, including executive directors, during the year was as follows:	Number	Number
	Sales and marketing Support, training and consultancy Finance, administration and management	7 16 10 —————————————————————————————————	12 22 10 ————
7	Interest payable		
	Bank loans and overdrafts repayable within five years Finance charges payable under finance leases and hire purchase contracts Interest on corporation tax payment	18 1 -	23 55
		19	78

Notes forming part of the financial statements for the year ended 31 December 1997 (Continued)

8	Taxation				1997 £'000	1996 £'000
	Charge for year Over provision in respect of	prior years			3 (23)	13 (48)
					(20)	(35)
9	Fixed assets					
9a	Tangible assets	Leasehold improvements £'000	Furniture and fittings £'000	Computer equipment £'000	Motor vehicles £'000	Total £'000
	Cost or valuation			100	0.4	506
	At 1 January 1997	81	52	439	24	596
	Additions	6	3	20		29
	Disposals	(81)	(34)	(304)	(24)	(443) ———
	At 31 December 1997	6	21	155	-	182
	Depreciation					
	At 1 January 1997	64	50	380	24	518
	Provided for the year	17	1	35	_	53
	Disposals	(81)	(34)	(292)	(24)	(431)
	At 31 December 1997	-	17	123	-	140
	Net book value					
	At 31 December 1997	6	4	32	_	42
	At 31 December 1996	17	2	59	_	78

Notes forming part of the financial statements for the year ended 31 December 1997 (Continued)

9b Investments

The company's investment represents 65% of the ordinary share capital of Technology Arts Information Limited. At 31 October 1997, the latest date for which accounts are available, the aggregate capital and reserves of Technology Arts Information Limited were £154,515 and its profit for the year then ended was £57,436.

10	Stocks		
		1997 £'000	1996 £'000
	Goods for resale	5	27
11	Debtors		
	Amounts falling due within one year		
	Trade debtors Amounts owed by fellow subsidiary undertakings Prepayments Other debtors Corporation tax ACT recoverable	303 96 71 13 - 7	423 93 61 9 16 - 602
	Amounts falling due after one year		
	ACT recoverable Amounts owed by parent undertaking Amounts owed by fellow subsidiary undertakings	1,132 15	15 1,256
		1,147	1,271
			

Notes forming part of the financial statements for the year ended 31 December 1997 (Continued)

12	Creditors: amounts falling due within one year		
12	Cicurolis amounts many and william one your	1997 £'000	1996 £'000
	Bank overdraft	78	127
	Amounts due to invoice discounting company	55	143
	Obligations under finance leases and hire purchase contracts	-	14
	Trade creditors	147	171
	Corporation tax	22	-
	Deferred revenue	42	82
	Other taxes and social security costs	28	56
	Accruals	50	177
	Other creditors	148	11
	ACT payable	•	25
		570	806

Included within accruals is £4,344 (1996 - £5,302) relating to outstanding contributions payable on the pension scheme. The amounts due to the invoice discounting company are secured by a fixed and floating charge over the assets of the company and a guarantee from Triangle Software International Inc.

13 Creditors: amounts falling due after more than one year

	1997 £'000	1996 £'000
Obligations under finance leases and hire purchase contracts Other creditors	129	37
	129	39
	=======================================	

The above amounts fall due for repayment within five years.

Notes forming part of the financial statements for the year ended 31 December 1997 (Continued)

14 Deferred taxation

Deferred taxation provided in the accounts and the amounts not provided are as follows:

	1997	7	19	996
	Provided £'000	Not provided £'000	Provided £'000	Not provided £'000
Accelerated capital allowances Short-term timing differences	<u>-</u>	(16) (1)	- -	(21) (1)
Deferred tax asset	-	(17)	<u>-</u>	(22)
Share capital				1006
	1997 No.	1996 No.	1997 £'000	1996 £'000
£1 ordinary shares	250,000	250,000	250	250
	1997 No.	Allotted, ca 1996 No.	alled up and fu 1997 £'000	ılly paid 1996 £'000
£1 ordinary shares	137,329	137,329	137	137
	Short-term timing differences Deferred tax asset Share capital £1 ordinary shares	Accelerated capital allowances Short-term timing differences Deferred tax asset Share capital 1997 No. £1 ordinary shares 250,000	Provided £'000 £'000	Not Provided £'000 £'000 £'000

16 Pension commitments

The company operates a defined contribution pension scheme for its director and employees. The assets of the scheme are held separately from those of the company in an independently administered fund.

Notes forming part of the financial statements for the year ended 31 December 1997 (Continued)

17 Other financial commitments

At 31 December 1997 the company had annual commitments under non-cancellable operating leases as set out below:

	1997		1996	
	Land and buildings £'000	Other £'000	Land and buildings £'000	Other £'000
Operating leases which expire:				
Within one year	<u></u>	7	-	2
Between two to five years	137	110	34	58
After five years	-	-	156	-
	137	117	190	60

18 Reconciliation of movements in shareholders' funds

	Share capital £'000	Share premium account £'000	Profit and loss account £'000	Total £'000
Shareholders' funds at 1 January 1997 Profit for the year	137	241	755 22	1,133 22
Shareholders' funds at 31 December 1997	137	241	777	1,155

19 Ultimate parent undertaking and ultimate controlling party

The directors regard Triangle Software International Inc (formerly known as DataEase Sapphire International Inc), a company registered in the State of Delaware, United States of America, as the company's ultimate parent undertaking as at 31 December 1997. S R Page is considered to be the ultimate controlling party.

Notes forming part of the financial statements for the year ended 31 December 1997 (Continued)

20	Reconciliation of operating (loss)/profit to net cas	sh inflow from opera	ting activiti	es	
				997 '000	1996 £'000
	Operating (loss)/profit			(11)	84
	Depreciation Decrease in stocks			53	92
	Decrease in debtors			22 69	269
	Decrease in creditors			(9)	(2) (174)
				124	269
Cost of fundamental restructuring and reorganisation		-		(29)	
	Net cash inflow from operating activities			124	240
1	Analysis of net debt				
		At 1 January 1997 £'000	Cash flows £'000	At 3	1997 £'000
	Cash in hand and at bank Overdrafts	(127)	4 49		4 (78)
		(127)	53	_	(74)
	Finance leases	(16)	16	_	
		(143)	69	_	(74)
)	Reconciliation of net cash flow to movement in net	debt			£
	Change in net debt resulting from cashflows Cash outflow from financing				53 16
	Net debt at 1 January 1997				69 (143)
	Net debt at 31 December 1997				(74)

Notes forming part of the financial statements for the year ended 31 December 1997 (Continued)

23 Related party transactions

During the year the company has incurred royalty charges of £294,192 from Sapphire International (Ireland) Limited (formerly Triangle Software International Limited). Management charges of £60,340 were also made to Sapphire International (Ireland) Limited. At the year end £61,127 was due from this company.

On 31 December 1997 Sapphire International Limited was party to an agreement which resulted in tangible assets and goodwill being sold to Technology Arts International Limited. Total consideration for this transaction amounted to £33,448. At the year end £17,923 was due from this company.

During the year the company made a payment of £41,000 to its parent company. At the year end £1,132,000 was due from this company.

During the year the company purchased an investment previously held by Sapphire International (Ireland) Limited (see note 9b).

24 Post balance sheet events

The company has entered into negotiations to obtain additional financing to fund its existing and future trading activities. The ability of the company to continue to trade as a going concern is dependent on the successful outcome of those negotiations.