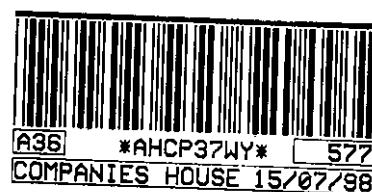


SKY SOFTWARE LIMITED

DIRECTORS' REPORT AND ACCOUNTS

YEAR ENDED 30 SEPTEMBER 1997

REGISTERED NUMBER : 1781451



SKY SOFTWARE LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 SEPTEMBER 1997

The Directors have pleasure in presenting their report and accounts for the year ended 30 September 1997.

REVIEW OF ACTIVITIES

The company has not traded since 1 October 1992.

DIRECTORS AND THEIR INTERESTS

The Directors who served during the year were as follows:

A D Goldman	(Chairman - resigned 30 September 1997)
T P Maxfield	(resigned 30 September 1997)
P A Walker	
A W G Wylie	
M E W Jackson	

The interest of Directors holding office at 30 September 1997 in the shares of The Sage Group plc are set out in the Directors' Report of that Company.

STATEMENT OF DIRECTORS' RESPONSIBILITY

The Directors are required by the Companies Act 1985 to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit or loss for the financial year.

The Directors confirm that appropriate accounting policies have been used and applied consistently, and reasonable and prudent judgements and estimates have been made, in the preparation of the financial statements for the year ended 30 September 1997. The Directors also confirm that applicable accounting standards have been followed and that the financial statements have been prepared on the going concern basis.

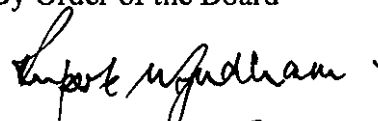
The Directors have responsibility for ensuring that the Company keeps accounting records which disclose with reasonable accuracy the financial position of the Company and which enable them to ensure that the financial statements comply with the Companies Act 1985.

The Directors have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

AUDITORS

On 31 August 1995 the company adopted dormant status and took advantage of Section 252 of the Companies Act 1985 to dispense with the need to appoint auditors.

By Order of the Board

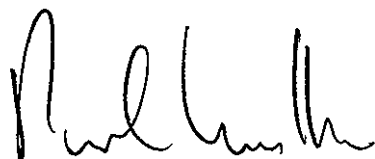

RCE Wyndham
Company Secretary

15 June 1998

SKY SOFTWARE LIMITED**BALANCE SHEET AT 30 SEPTEMBER 1997**

	<u>1997</u>	<u>1996</u>
CURRENT ASSETS		
Amount due from group undertakings	£599,056	£599,056
	<u> </u>	<u> </u>
CAPITAL AND RESERVES		
Called up equity share capital (Note 3)	175,000	175,000
Share premium account	241,936	241,936
Profit and loss account	<u>182,120</u>	<u>182,120</u>
EQUITY SHAREHOLDER'S FUNDS	<u>£599,056</u>	<u>£599,056</u>

The financial statements on pages 2 and 3 were approved by the board of directors on 15 June 1998. As required by Section 250 of the Companies Act 1985 the directors confirm that the company was dormant throughout the financial year.



P A Walker
Director

SKY SOFTWARE LIMITED

NOTES TO THE ACCOUNTS - 30 SEPTEMBER 1997

1 ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

2 DIRECTORS' EMOLUMENTS

Neither the chairman nor the directors received any emoluments in 1997 or 1996.

3 CALLED UP EQUITY SHARE CAPITAL

	<u>Allotted and fully paid</u>		<u>Authorised</u>	
	<u>1997</u>	<u>1996</u>	<u>1997</u>	<u>1996</u>
'A' Ordinary shares of £1 each	70,000	70,000	80,000	80,000
Convertible 'B' Ordinary shares of £1 each	105,000	105,000	120,000	120,000
'C' Ordinary shares of £1 each	-	-	12,000	12,000
	<hr/>	<hr/>	<hr/>	<hr/>
	£175,000	£175,000	£212,000	£212,000
	<hr/>	<hr/>	<hr/>	<hr/>

4 ULTIMATE PARENT UNDERTAKING

The ultimate parent undertaking is The Sage Group PLC, a company registered in England. Copies of the Group accounts can be obtained from the registered office at Sage House, Benton Park Road, Newcastle Upon Tyne, NE7 7LZ.