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CORPORATE BACKGROUND

Ashton-Tate is among the world's premier developers and
marketers of business software for microcomputers. The
company is the leading supplier of database management systems,
offers a highly acclaimed multi-purpose product, and provides
its customers with a level of service and support that sets the
industry standard.

Based in Culver City, California, Ashton-Tate was founded in
1980 and has grown rapidly into one of the leaders in the
microcomputer software field worldwide. Its first product, the
best-selling dBASE II, first shipped in 1981. The company has
followed up with a succession of software packages that
significantly increase business productivity, including
Framework, a multi-purpose program that offers a complete
business solution. The company is one of the few major
microcomputer software firms to have best-selling products in two
major categories.

Ashton-Tate employs a "distributed development" strategy to
design new products, and has set a trend in the industry. Under
this strategy, the company maintains research and development
centers throughout the U.S. to design new products. Distributed

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development has already resulted in a best-selling product --
Framework, which was designed by the recently acquired Forefront
Corporation of Sunnyvale, California.

In addition to dBASE II, which is the all-time, best-
selling database program for 8-bit microcomputers, the company's
database products include dBASE III, the most popular database
package for 16-bit microcomputers since its introduction in mid-
1984. Framework has received widespread acclaim from the
editorial and consulting community, and accounted for nearly 20
percent of Ashton-Tate's revenues for the fiscal year ended
January 31, 1985.

Ashton-Tate offers complete service and support to business,
from the Fortune 500 to the smallest of firms. The company's
products reach its customers through an extensive distribution
network, including dealers, value-added resellers (VARs), and
hardware and software vendors. In addition, the company is the
leader in the international marketplace, which accounted for 22
percent of the firm's total revenues for the fiscal year ended
January 31, 1985.

Ashton-Tate is led by a management team whose experience
dates from the early years of the microcomputer software
industry. Several company executives, including president and
chief executive officer Edward M. Esber Jr., played roles in the
success of VisiCalc, the software package that transformed

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personal computers from toys into useful, productive business tools.

Supporting Ashton-Tate's marketing efforts is the company's Publishing Group, the first such group established in the microcomputer software industry. Since its beginning in 1983, the group has published more than 35 books that help computer users to better understand and use hardware and software products. The Publishing Group recently introduced a magazine covering various aspects and uses of Ashton-Tate products.

One of the fastest growing companies in the personal computer industry, Ashton-Tate had revenues of $82.3 million and net income of $7.5 million for the fiscal year ended January 31, 1985, a substantial increase over the year previous figures. In two years, revenue and net income have more than quadrupled. Net income for the year included a non-recurring extraordinary gain of $1 million.

Product Development

Ashton-Tate's product development efforts are headed by Harvey Jeane, vice president of product development, and C. Wayne Ratliff, chief scientist. Ratliff is the author of dBASE II and one of the lead developers of dBASE III. The company's product development centers focus on providing new products and enhancing existing products to meet rapidly changing hardware and software technology and users' needs.

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In addition to the Ashton-Tate development center located in Glendale, California, the company works with several firms which make up the remaining development centers. Among these are Forefront Corporation, which Ashton-Tate recently acquired, Queue Corporation, DigiCorp and Intelligent Designs.

Under Ashton-Tate's distributed development approach, each development center has a director who works closely with and reports directly to Jeane. The development centers bring an entrepreneurial capability and design specialty to the Ashton-Tate product development effort.

In addition to developing products, Ashton-Tate encourages development of applications software, by outside vendors and users, designed for use with Ashton-Tate products. One of the company's goals is to provide software tools, such as RunTime (a package that makes developing dBASE II applications easy), which allow independent developers to write and market vertical applications.

Products

Ashton-Tate's products are:

o dBASE III -- First shipped in June 1984, dBASE III outsells all other database packages in the 16-bit microcomputer market. Versions of the product are available for IBM Personal Computers, IBM-compatible systems, the Texas Instruments Professional Computer family, the AT&T 6300 Personal Computer, the AT&T UNIX PC, and other systems.

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dBASE III, which quickly established itself as the standard
for relational database management programs, addresses the needs
of beginning and experienced computer users. The program allows
users to store, edit, retrieve and print information quickly and
easily across a broad range of applications -- from mailing lists
and labels to accounting systems to personnel records to
sophisticated inventory management systems. The program allows
up to 10 files to be open at the same time.

dBASE III contains an English-like, high-level procedural
programming language that significantly increases productivity by
reducing applications development time. It also includes the
Assistant, a feature that aids the beginning user in
accomplishing most day-to-day data management tasks.

Written in the "C" language, dBASE III was developed to
incorporate future hardware developments -- not only fully
utilizing 16-bit microcomputers but also more powerful systems
yet to be introduced. The program can be easily converted to run
on computers using the UNIX operating system, such as the AT&T
UNIX PC.

o dBASE II -- The first full-function relational database
management program for 8-bit microcomputers, dBASE II is a
powerful package that continues to meet the needs of hundreds of

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thousands of computer users. A key feature of dBASE II is the built-in applications development language called dBASE, which allows users to develop vertical and general applications software.

An example of a successful dBASE II application was the role it played in the organization of the 1984 Summer Olympic Games in Los Angeles. The Eighth Street Design Center, which was responsible for the artistic design of the Games, used the program with the help of a consultant to organize and plan out its task. dBASE II, which the consultant said "performed flawlessly," was used for numerous tasks, including keeping track of all material receipts and shipments and generating a master list of all materials needed for the Games.

dBASE II operates on most popular 8- and 16-bit computers, including personal computers from IBM and Apple.

A second dBASE II product is RunTime. Introduced in 1983, the package is a core version of dBASE II that provides developers with all the features necessary to market their dBASE applications as stand-alone products. More than 1,700 dBASE programs are currently being marketed using the RunTime package, with applications ranging from insurance to dental/medical to the oil and gas industries.

o FRAMEWORK -- Framework is a critically acclaimed, multi-purpose package offering a solution to managing and analyzing business problems. The program combines word processing and a

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spreadsheet with database management, business graphics, communications capability and an outlining function that allows users to organize thoughts and ideas. First shipped in July 1984, the product accounted for 18 percent of Ashton-Tate's revenues for the fiscal year ended January 31, 1985, even though it was only available for six months of the fiscal year.

Framework is the ideal companion product to dBASE II because it permits users to easily import, manipulate, and export data files residing in the database package. Hundreds of corporations are using Framework for a variety of applications, including financial analysis, time management, sales management, research projects, and writing and editing of all types of materials.

o dBASE/Answer -- Developed jointly by Ashton-Tate and Informatics General Corporation, dBASE/Answer allows users to transfer information from corporate mainframes to personal computers, to be manipulated by any Ashton-Tate products.

Service and Support

Ashton-Tate's position as one of the top microcomputer software firms gives it the resources to provide its customers with comprehensive service and support. From the Fortune 100 to small businesses, users of Ashton-Tate products are assured of quick and aggressive response to service and support needs.

Through its Corporate Emphasis Program, Ashton-Tate provides technical support, training, and important information for

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corporate MIS/DP professionals about issues such as applications development and resource sharing. The elements of the program include product support, training support, and information exchange.

All users of Ashton-Tate products are provided with rapid response to their technical questions. Users calling the company's technical support phone lines on average receive answers to their questions within three minutes.

International

Ashton-Tate established itself early as the leading microcomputer software vendor in the international marketplace, offering a comprehensive line of products in many languages. dBASE II is currently available in 11 languages, while dBASE III and Framework have been translated into seven languages. The company was one of the first to offer its products in such a variety of languages.

The company maintains subsidiaries in Germany, the Netherlands, Spain and the United Kingdom. It also has agreements with master distributors in several countries, including France, Italy and Australia, and works jointly with major hardware manufacturers, including IBM, Olivetti, ACT, and Ericsson, to distribute its products.

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Publishing

In 1983, Ashton-Tate was the first microcomputer software company to establish a Publishing Group. Since its inception, the group has released several best-selling publications, including <u>Everyman's Database Primer</u>, <u>dBASE II For Business</u>, <u>Framework: A Programmer's Guide</u>, and <u>Through The MicroMaze</u>. The group also publishes a quarterly magazine called <u>The Ashton-Tate Quarterly</u>, which provides users of Ashton-Tate products with practical advice on how to use those products.

The Publishing Group releases books that cover both Ashton-Tate and general microcomputer industry subjects. The books are marketed through computer retail outlets and traditional book distribution services.

Management

The Ashton-Tate management team is made up of experienced, microcomputer industry veterans. Most of the company executives served key roles with major industry participants, including IBM and Lotus Development Corporation.

The management team is headed by Edward M. Esber Jr., president and chief executive officer. Esber became president of Ashton-Tate in August 1984, three months after he joined the company as executive vice president, marketing and sales. Esber previously held several executive positions at VisiCorp, was a marketing manager for Texas Instruments' Consumer Products

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Division and held engineering positions with IBM's Systems
Products Division.

Esber holds an MBA from Harvard Business School, an MSEE
from Syracuse University, New York and a BS in computer
engineering from Case Institute of Technology in Ohio.

The company's two executive vice presidents are Ronald S.
Posner, who heads sales, marketing and international activities,
and Norman H. Block, responsible for finance and administration.
Posner has been a member of Ashton-Tate's board of directors
since April 1984 and was appointed to his current position in
February 1985. He previously served as acting vice president of
the company's international organization.

Before joining Ashton-Tate, Posner was founder, chairman and
chief executive officer of National Training Systems, a provider
of microcomputer training programs. He holds an MBA from Harvard
Business School.

Block joined Ashton-Tate in December 1983, and brings nearly
20 years of experience in corporate finance. He has served in
senior financial positions with several companies, including
Mattel, Dominion Textile (USA) -- a large multinational
corporation -- and ITT Data Services.

Block holds an MBA from New York University School of
Business Administration and a BA in management and accounting
from Fairleigh-Dickinson, New Jersey.

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Financing

Ashton-Tate made its initial public offering of common stock in late 1983, raising more than $17 million. Prior to the offering, the company was privately financed.

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