

THE PROMPT: 97

MAY • JUNE

PERFORMING IN THE PUBLIC MARKETPLACE

A LOOK AT MICROWARE'S FIRST YEAR AS A PUBLIC COMPANY WITH KENT KELDERMAN, CHIEF FINANCIAL OFFICER



In April, Microware finished its first year as a publicly-held company. For most Microware employees, working for a public company is a new experience, offering a number of challenges and the opportunity for rewards.

To help people better understand what it means to be a public company, and why Microware entered this challenging new world voluntarily, The Prompt recently spoke to Kent Kelderman, chief financial officer, to get his insight.

The Prompt: What is the difference between a privately-owned company and a publicly-held company?

Kent: All companies have some form of ownership. In the case of a private company, the founder or founders usually own the company. The legal form of ownership is represented by shares of stock. The value of a private company is made up of two things: The company's assets minus any debts the company has; and the future potential of the business – which can be hard to place a value on. Once the value of the company is established, the value of each person's stock can be determined based upon the percentage of company stock they own. However, the value of the stock is somewhat meaningless since it cannot be publicly traded and therefore has limited liquidity.

In addition, all financial information about a privately-held company is just that – private. Such secrecy can be disconcerting to customers and suppliers trying to understand a company's financial situation. Large customers tend to avoid suppliers whose financial situation is a mystery.

A public company, on the other hand, has stock that can be bought and sold in the public markets. For the most part, the value of the company is determined by the investing public. The price the stock is trading at is multiplied by the number of existing shares – resulting in the market's perception of the company's value.

The Prompt: So, how is the value of a company's stock determined?

Kent: Analysts look at several factors to determine how much they think the stock is worth. They look at how the company has performed relative to its peers. They look at the future potential of the company's products. They look at consistency and predictability of earnings. And they consider potential competitive threats. After gathering data from various sources they visit with a company's CEO and CFO. From the input they receive from these sources they create their own financial model of what they expect for the company. This model creates the quarterly expectations Wall Street uses to gauge the company's performance. If the model is attractive, or has the potential to be attractive in the near future, they give

the company a positive recommendation. These analysts can be very influential. Companies can lose most of their stock value simply because one analyst may issue a "neutral" or "sell" recommendation.

The Prompt: How do people find out about a company that has recently gone public?

Kent: When a company completes an IPO – initial public offering, it needs to create interest in the market so the stock can be sold. Initially, the information is provided via a prospectus. The prospectus provides all the information the Securities and Exchange Commission thinks investors have a right to know – details about the company's financial history, background on the business, information about current ownership, etc. Initial interest is also generated by sponsoring a "road show," during which the company goes on a tour promoting its stock to a variety of brokers and fund managers. Investment bankers assist the company throughout this function. Hambrecht & Quist and Alex Brown & Sons are Microware's primary investment bankers. Subsequent to the

prospectus, the company conveys its financial status via quarterly and annual filings, called the 10-Q and 10-K. In addition to these regular filings, the company is required to inform the public of any information that could materially impact the financial position of the company. The company uses press releases to communicate this information. One of the SEC's main objectives in requiring this flow of information is to give all investors access to the same information, thus creating a level playing field for everyone.

The Prompt: What else do investment bankers do for Microware?

Kent: One of the services investment bankers provide is continuing support after the initial road show. This support serves two purposes: It provides Microware with continued visibility in the public market; and it provides Microware's investors with on-going, objective information about the company. Investment bankers provide this support by distributing research reports to the public on a regular basis. The research report is completed by an analyst who follows Microware's

progress. Based on the results of this research, the analyst makes a recommendation to current and potential investors. Recommendations range from "strong buy" to "sell." One of the three analysts following Microware currently has a "buy" rating and two have a "neutral" rating on the company. The neutral rating is the equivalent of telling investors to hold their stock and wait to see what happens with the company's performance before buying more.

The Prompt: What are some of the challenges of being a public company?

Kent: One of the challenges of being a public company is meeting the financial expectations of the investing public. You might ask, "who sets these expectations and why?" The analysts that create the models used to determine whether or not the stock is a good value, use the same models for their expectations. Missing the quarterly expectations set by the market can be painful. This system, in essence, requires the company to be accountable to Wall Street.

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The Prompt: What are some of the rewards of being a public company?

Kent: Often, the rewards depend upon the reason the company went public in the first place. Many companies go public to boost their cash reserves. This wasn't the case for Microware. Microware went public primarily to give itself added credibility with the large companies it does business with and to provide some liquidity for its stockholders. Essentially, most of the rewards fall back to the employee stockholders of the company. Over the years, Microware has been generous in giving employees stock options. As

we grow the value of the company, these options can become very valuable. And because the stock is publicly traded, there is a market to exercise the options and sell the stock. As Ken Kaplan mentioned during the company meeting on April 1, the company hopes to make a company-wide option grant this June, subject to board approval.

The Prompt: What can Microware employees do to increase the price of Microware stock so these options will become more valuable?

Kent: For most companies, the stock price is based on many factors, the largest

being earnings. Anything a company can do to increase sales or reduce spending will have a positive effect on earnings. The effect earnings will have on the stock price can be estimated using the following formula: The company's earnings per share (EPS) multiplied by a factor called the price-to-earnings (PE) ratio (stock price divided by EPS) equals the stock price. The PE ratio varies from industry to industry and from company to company. For high-tech companies it is normally between 30 and 60. The average of the S&P 500 is 18. So assume we increase our earnings to 30 cents per share this year. We could then expect a stock price around \$18. To

get that price I took the upper end of the PE, 60, multiplied by 30 cents. Assuming that over the next several years we grow our EPS to \$1 per year, the stock should be worth over \$50 per share! Because this formula can become confusing, anyone who is interested in learning more about this can visit with me about it.

The Prompt: What has Microware learned during its first year as a public company?

Kent: The company has learned a lot about the volatility of the high-tech market. There are a lot of ups and downs. We have also learned a great deal about the whole aspect of

accountability. Microware is now responsible to a diverse group of shareholders and, in a very real sense, is accountable to them. Personally, I think the system of accountability works well, despite a few frustrations. It has made me realize how important it is to think things through before making important business decisions. What it all boils down to is this: Wall Street is willing to reward companies that perform. If Microware embraces that fact and steps up to the challenge, I think the rewards for the company and its employees can be great.

Governor Branstad Visits Microware

TAX-CUT BILL SIGNED AT SITE OF MICROWARE'S NEW CORPORATE HEADQUARTERS BUILDING



Right: Ken Kaplan, president of Microware, addresses the media and state political leaders about the importance of low income taxes to Iowa businesses. Far right: Kaplan takes a moment to join the governor and others for a photograph.



Saying lower income taxes will make it easier for Iowa companies to recruit and keep top-notch employees, Terry Branstad, governor of Iowa, recently signed into law a 10-percent, across-the-board Iowa income tax cut. Microware employees, local media representatives and state political leaders gathered at Microware's new corporate headquarters building to witness as the governor signed the bill.

UNIDEN AXIS E-MAIL TELEPHONE COMBINES TWO OF THE MOST POPULAR FORMS OF COMMUNICATION

PHONE EXPECTED TO REACH CONSUMERS THIS SPRING

Regardless of how common use of the Internet has become, there are still millions of people who have yet to take advantage of the information superhighway. Many of them are fearful of the new technology. Others simply cannot afford the computer equipment necessary to access the Internet. They remain loyal to more conventional methods of communication – like the telephone. This may soon change because Uniden America Corporation is releasing a product this spring that will make it more comfortable and affordable for people to access the Internet to send and receive e-mail.

Uniden's AXIS e-mail telephone, powered by OS-9, allows consumers without any previous computer experience to send and receive e-mail messages via the Internet without using a personal computer. And the AXIS telephone makes it as simple as pressing a button. Consumers and mobile professionals will no longer have to own or be anchored to an expensive computer to enjoy the information and communication benefits of the Internet.

According to Ken Kaplan, president of Microware, the AXIS telephone is expected to be well received by consumers because it is so easy to use and has a wide range of functions.

"The entire family will feel comfortable using the Uniden AXIS telephone," said Kaplan. "Because it adds cutting-edge Internet technology to a product most people already use every day – the telephone."

"It really is a pretty neat product," said John Miller, project manager, professional services. "The AXIS telephone allows you to select the Internet service provider of your choice, you can set it up to receive e-mail for both your personal and business accounts, and it is all very simple."

Miller and others at Microware joined forces with employees of ABC Virtual Communications, another Des Moines-based high-tech company, to develop the AXIS telephone.

The Uniden AXIS telephone's features include:

- E-mail
- Caller ID
- Calendar with notepad
- Address book
- On-hook dialing with speakerphone
- Easy-to-use menu
- Large, easy-to-read display
- Automatic message retrieval
- Full alphanumeric keypad
- Built-in modem
- Capacity to store up to 2,000 e-mail messages in memory

The AXIS telephone will soon be capable of

accessing news services, stock quotes and other Internet information.

While the AXIS telephone is very simple to use for end consumers, developers had their share of bugs to work out in the beginning. According to Miller, he and his team have been working out bugs on prototype

president and general manager of Uniden's Internet products division, said he and others at Uniden are impressed with the speed and cost-effectiveness in which the AXIS telephone was brought to market using Microware's OS-9. He added that OS-9 allowed Uniden to incorporate

prototype hardware was available, which also sped up the process," he added.

The AXIS e-mail telephone will be available through computer distributors, telephone operating companies and electronics and computer retail outlets later this spring. The AXIS phone has a suggested retail



phones since October of 1996. "Before we sent the phone to production, we wanted to make sure it never crashed and was as fast as possible," he said. "We had some interesting challenges creating a software-based telephone."

Once the AXIS telephone does reach consumers, they will be able to automatically update various applications through a service provided by Uniden. Gregory Jones, vice

president and general manager of Uniden's Internet products division, said he and others at Uniden are impressed with the speed and cost-effectiveness in which the AXIS telephone was brought to market using Microware's OS-9. He added that OS-9 allowed Uniden to incorporate

some of today's most leading-edge Internet capabilities in the AXIS telephone. According to Miller, time to market was reduced because Uniden selected a chip that works with the DragonBall 68328 processor from Motorola, a member of the 68k family, which Microware already supports. "We were even able to do some of our development on Motorola's ADS boards until the

price of \$299 to \$399, making it affordable to most consumers. It is available in both corded and cordless handset models.

Microware U.K. Wins Major Set-top Box Contract

ALLIANCE WITH FERROTEC, LTD. PUTS DAVID INTO MORE THAN ONE MILLION SET-TOP BOXES

Microware U.K. has joined forces with Ferrotec, Ltd. The Dublin-based electronics group has chosen DAVID as the operating system for a major interactive digital set-top box (STB) roll-out. The STBs will provide full, interactive video applications, including video-on-demand, Internet access, e-mail, home shopping and home banking services. A U.S. roll-out of up to one million boxes is expected over the next two years, making this one of Microware's largest DAVID licensing agreements to date.

Ferrotec designs, develops and markets solutions for the information technology, communications and interactive television industries. While primarily a software developer, the company undertakes all aspects of product design including electronic and mechanical hardware development. Founded in 1978, Ferrotec has earned a reputation for innovative product development for the European marketplace.

"Everyone at Microware U.K. is excited about this partnership," said Dylan Kennedy, major accounts manager at Microware U.K. "The whole staff really pulled together to successfully close this significant sale."

Ferrotec chose DAVID to run on the Motorola PowerPC platform after five months of negotiation. DAVID was selected because of the software's efficiency, modularity, security and functionality. "DAVID is really the only choice for set-top boxes," said John Ferrie, chairman of Ferrotec. "The software is designed for exactly this type of application. It supports full audio and video, has ready-built communications modules, and can be extended to support other functionality such as IrDA for infrared communications."

"We are delighted that DAVID has been chosen for yet another STB application," said Trefor Hooker, European marketing manager. "DAVID currently lies at the heart of the majority of fully interactive television (ITV) trials and roll-outs around the world. It really is becoming the standard."

Digital television STBs using OS-9 technology will allow consumers to receive more channels, a crystal-clear picture and CD-quality sound.

This partnership is another indicator of the recent revival in the digital television market, according to Arthur Orduña, director of marketing for the consumer products group.

"The market has been slow for some time and now it is really beginning to turn around again," he added.

Saul Friedgood, marketing specialist in the consumer products group, agrees the marketplace for digital television is beginning to heat up again. "We saw companies coming out a few years ago and making huge predictions about digital TV," he said. "Their numbers were a little high at that time. But a recent jump-start by the FCC has set the stage for a particularly active digital TV market."

Friedgood added that a portion of this resurgence is due to the recent success of digital satellite and digital cable services.

Orduña considers partnerships like Ferrotec important to Microware's future in the digital TV market because many view STBs as a logical stepping-stone to digital-ready television sets. "Ultimately, we are going to see television sets with all the capabilities to support digital broadcast located inside the set as opposed to the STB," he said. "It is turning into a very exciting market and the opportunities for Microware are endless."

MICROWARE TRAINING AND EDUCATION WILL OFFER THE FOLLOWING COURSES IN MAY:

DATES	COURSE	LOCATION	DATES	COURSE	LOCATION
MAY 5 TO 9	EMBEDDED	SAN JOSE, CA	MAY 19 TO 23	EMBEDDED	ORLANDO, FL
MAY 12 TO 16	INTERNET	IRVINE, CA	MAY 26 TO 30	DAVID	DES MOINES, IA
MAY 12 TO 16	INTERNET	DES MOINES, IA	MAY 26 TO 30	EMBEDDED	GREENBELT, MD
MAY 19 TO 23	EMBEDDED	DES MOINES, IA			

NEW CORPORATE HEADQUARTERS BUILDING HAS MANY EXCITING FEATURES



As this issue of *The Prompt* went to press, construction of Microware's new corporate headquarters building included such interior work as framing in offices, hanging drywall and installing the elevator and stairwells. In addition, many of the windows have been installed and the contractors have begun exterior brickwork. The new 80,000 square-foot building will have many exciting features, including:

- Two and one-half story atrium
- Multiple coffee service areas
- Outdoor patio and eating area
- Increased conference and meeting space
- Fitness center
- Key-card entry system
- Half-court basketball area
- Ample parking

Microware employees are welcome to visit the site during weekends or after 4 p.m. on weekdays. These hours are in compliance with Occupational Safety and Health Administration guidelines. Employees must wear a hard hat if on site while construction is taking place. Look for more updates on building construction in future issues of *The Prompt* and *News Free Press*.



COMDEX/JAPAN '97

MICROWARE SYSTEMS K.K. PROVIDES A TOTAL SOLUTION FOR THE INTELLIGENT MARKET

UNIDEN AXIS E-MAIL TELEPHONE IS A HIT AMONG ATTENDEES

Microware K.K. recently participated in the first-ever COMDEX/Japan show, held April 8 to 11, at Makuhari Messe, Chiba, Japan. The Microware exhibit welcomed well over 1,000 visitors, many of them manufacturers of electronics and communication devices.

COMDEX/Japan '97 attracted nearly 50,000 attendees and was sponsored by SoftBank, a software retailer and publishing giant. According to Mariko Yoshizaki of Microware K.K.'s marketing department, SoftBank put forth a great deal of effort to make the first COMDEX/Japan a great success. Several Microware K.K. representatives were on-hand all week at the show.

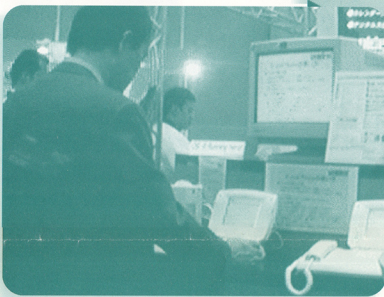
Demonstrations included:

- CPU Variety SH-3
- Internet OS-9
- ARM
- Java™/HotJava
- MIPS
- UPBrowser
- PowerPC
- Client SDK
- X86/Pentium
- Director
- 68K Packages
- SmartStudio
- DAVID and DAVIDLite
- Code Warrior for OS-9
- Wireless OS-9

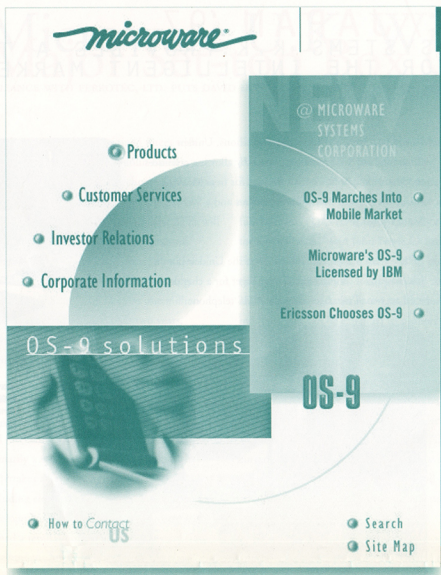
**Java is a registered trademark of Sun Microsystems, Inc.*

In addition to Microware's demonstrations, Uniden showcased six AXIS Internet phones by allowing attendees to try out the phone's e-mail features for free. Motorola also demonstrated their two-way pagers and a WebRef board using OS-9.

"There were many people lined up at the Uniden booth," said Yoshizaki. "They were all very eager for a chance to send an e-mail message using the AXIS telephone."



Microware K.K. presented several demonstrations at COMDEX/Japan '97. Above: OS-9 runs on a variety of hardware. Left: An attendee examines the features of the Uniden AXIS e-mail phone.



MICROWARE'S web site GETS A NEW LOOK

REDESIGNED SITE BETTER REFLECTS MICROWARE'S POSITION IN THE HIGH-TECH INDUSTRY

Visitors to Microware's newly redesigned Web site will find more information, better organization, easy navigation and a knockout design. The end result is a clear reflection of Microware's commitment to quality and dependability. Check out the new Microware Web site at <http://www.microware.com>.

microware EXCELLENCE!

FIRST EVER MICROWARE TECHNICAL EXCELLENCE AWARD WINNERS ANNOUNCED

Tony Hoffman, senior software architect, embedded products group, and Tom Brasier, manager, compiler group, embedded products group, are the first recipients of Microware's Technical Excellence Award. They received the award for their work on a variety of processor ports which allows Microware to support a total of six architectures instead of three. Microware employees worldwide are eligible to win the Technical Excellence Award, which was created to acknowledge significant contributions to the advancement of Microware technology. "This award will be given to about one percent of Microware's employees annually," said Mike Burgher, executive vice president and chief technology officer. "It has already had a



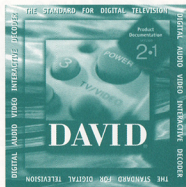
Tony Hoffman



Tom Brasier

motivating influence on employees who aspire to receive the prestigious award in the future."

DANA ARDARY WINS INTERNATIONAL DESIGN AWARD



Dana Ardary, senior graphic designer, corporate communications, has earned an international merit award for technical art for the DAVID 2.11 Technical Documentation CD-ROM cover art she designed. The award was given by the Society for Technical Communication (STC), an international organization of technical writers, artists and editors. The project also received a distinguished award at the regional competition, which is the highest award given by STC.

mW FORUM

If you have a constructive Microware-related question, simply direct it to The Prompt editor, Scott Vallbert, via internal mail or e-mail (scvtr), along with your name. He will then forward the question to the appropriate person for a response. Questions will be responded to as soon as possible. Due to limited space, all questions may not be published.

AN OPEN EXCHANGE OF INFORMATION AND ANSWERS TO YOUR QUESTIONS ABOUT MICROWARE

I am interested in purchasing Microware stock, but I do not really understand the "blackout period." How do I know if and when I can purchase stock?

Theresa Cummings

Many Microware employees have recently expressed interest in purchasing the company's stock because it has been so affordable. The policy surrounding stock purchases can sometimes be confusing – and there is no single answer. It really depends upon who is asking.

There is a period of time, sometimes called a "blackout period," when officers, directors and certain other finance and sales people cannot trade in the company stock. This period starts just prior to the end of the quarter and lasts until a few days following the earnings release.

Most Microware employees are not prohibited from trading during this period. However, if you are aware of information the average shareholder has no way of

knowing, and which would affect their decision to buy or sell Microware stock, you should not trade. Such information might include knowledge of whether or not the company made the quarter, has a major announcement that may impact stock price in the near future, or significant bad news. If you are unsure whether information you know about falls into this category, please contact Kent Kelderman, CFO.

Microware encourages employee ownership and it is good to see so many employees interested in purchasing stock. If we all work together, senior management is confident we can significantly increase the value of Microware by raising its stock price.

TELEPHONE ETIQUETTE 101: The Basics

Microware employees can greatly influence the way others view the company. In our efforts to create a positive image of Microware, it is important to remain mindful of the way we interact with others – both internally and externally. By treating everybody we interact with as an important customer, we promote Microware as a dynamic and professional organization.

Here are a few tips to keep in mind when interacting with others over the phone:

- ✦ Answer your calls before the third ring.
- ✦ Return all voice mail messages promptly during the same business day.
- ✦ Keep your greeting friendly.
- ✦ When transferring calls, put the call through to the other party, introduce the caller, then bow out. Tell the caller the name of the person to whom you are transferring the call and give the extension number.
- ✦ If you receive a transferred caller, do not transfer that call again.
- ✦ If you must transfer a call of a sensitive nature, put the caller on hold and give your coworker some explanation and pre-warning of what is coming.
- ✦ Never chew gum or eat while talking on the phone.
- ✦ Never answer the phone using your speaker box. If you would like to use it, ask the caller's permission first.
- ✦ Make certain your recorded voice mail greeting is natural, friendly and brief.
- ✦ When leaving messages, give your full name, company or department, phone number and the day and time you called.
- ✦ When placing a call, identify yourself by first and last name. Do not assume the person you are calling will recognize your voice.
- ✦ When putting a caller on hold, give a time estimate. Offer to call back if it is going to be longer than one to two minutes.
- ✦ Do not start talking to someone who is on the phone. Wait until the phone conversation has ended. If you cannot wait, write a note.
- ✦ Be careful about holding conversations near someone's desk or office and interfering with their telephone conversations. Be especially careful in the lobby area near the receptionist's desk.

Source: The Dun and Bradstreet Corporation Foundation Business Education Services.

MICROWARE TRADE SHOW ACTIVITY

MICROWARE PLANS TO PARTICIPATE IN THE FOLLOWING TRADE SHOWS IN MAY AND JUNE. THIS SCHEDULE IS SUBJECT TO CHANGE.

MICROWARE U.S.:			MICROWARE UK:		
SHOW	LOCATION	DATES	SHOW	LOCATION	DATES
Real-time tabletop shows	St. Louis	May 1	Embedded Systems Show '97	London	May 21 to 22
	Detroit	May 20			
	Greenbelt, MD	May 22			
	Detroit	June 10			
	Toronto	June 12			
	Albuquerque	June 24			
	Phoenix	June 28			

Call Kristi O'Connor (ext. 321) or Deb Fry (ext. 338) for more information about these shows or to submit ideas for trade show activity.

NEW EMPLOYEES

TAKE A MOMENT TO MEET THE NEWEST MEMBERS OF THE MICROWARE TEAM.

GERMANY

Kei Thomsen has joined Microware Germany as a technical application engineer. Prior to joining Microware, he was with Fachhochschule Wedel (German University) at the Laboratory for Robotic, CIM and Image processing. Kei is a glider pilot and also enjoys volleyball and hard rock.

JAPAN

Fumitashi Ishida has joined the sales department of the Osaka branch of Microware K.K. Prior to joining MWKK, he worked for JustSystem K.K. – the software provider of the most popular word processor in Japan. Ishida enjoys golf and tennis.

UNITED STATES

John Garbarino has joined Microware as a field application engineer in the North American Sales Division. He was a software engineer with Motorola before joining Microware. John and his wife have a son and are expecting a baby girl in August. He enjoys hockey, playing the guitar and live music.

Doug Hoffman has joined Microware as a manager of wireless development. Before joining Microware, Doug was a senior consultant with Cap Gemini America in Des Moines. Doug enjoys biking, jazz, dining out, golf, playing guitar, writing songs and solo acoustic guitar music and spending time with his two daughters, Kinsey and Sarah.

John Liu has joined Microware as a software engineer in customer support. A recent graduate of Grinnell College, John enjoys golfing, watching baseball and playing computer games.

Darlene Marschke has joined Microware as an accounts payable clerk in the finance department. Prior to joining Microware, Darlene worked for Seneca Companies. Darlene enjoys gardening, golf and stitching in her spare time.



Group photo, back: Doug Hoffman, Gregory Weeks. Front: Darlene Marschke, John Liu. Lower left: John Garbarino. Lower right: Steve Seifert.

Steve Seifert has joined Microware as a field application engineer in the North American Sales Division. He was a software design engineer and project manager with Texas Instruments prior to joining Microware. Steve is married and has "kids in the works." He enjoys snow skiing, scuba diving, water skiing, flying and computers.

Gregory Weeks has joined Microware as a senior software engineer. Prior to joining Microware, Greg was a programmer analyst for the Allied Group. Greg enjoys spending time with his wife, Barb, and their two dogs. He also enjoys reading science fiction and fantasy books.

ANNIVERSARIES



Ken Kaplan
President



Mark Hamkins
Senior Architect



Mike Burgher
Executive Vice President
Chief Technical Officer



Sandra Cook
Human Resources Administrator



Leo Glenn
Manager MAUI Group



Lori Hoffman
Manager
Order Fulfillment Services



Steve Johnson
Vice President



Sandy Love
Administrative Assistant



Ric Yeater
Senior Architect

con
grat
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Not pictured:
Warren Brown
Senior Architect
10 years

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The Prompt is a bi-monthly newsletter produced by the corporate communications department for all Microware employees. Send comments or questions to: Editor, The Prompt, Microware Systems Corporation, 1900 N.W. 114th St., Des Moines, IA 50325. Phone: (515) 223-8000, ext. 329. E-mail: scootr@microware.com.