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SOFTECH INC  
Form 10KSB  
August 29, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

Form 10-KSB

ANNUAL REPORT  
PURSUANT TO SECTION 13 or 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended May 31, 2006

Commission file number 0-10665

SofTech, Inc.

(Exact name of registrant as specified in its charter)

Massachusetts  
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(State or other jurisdiction of  
Incorporation or organization)

04-2453033  
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(IRS Employer  
Identification Number)

2 Highwood Drive, Tewksbury, Massachusetts 01876  
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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (978) 640-6222

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:  
Common Stock, \$.10 par value  
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(Title of Class)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part II of this Form 10-KSB or any amendment to this Form 10-KSB.

State the aggregate market value of the voting stock held by non-affiliates of the registrant: \$1,057,770 as of August 15, 2006. On August 15, 2006 the registrant had outstanding 12,213,236 shares of common stock of \$.10 par value, which is the registrant's only class of common stock.

PART I

ITEM 1 - DESCRIPTION OF BUSINESS

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### THE COMPANY

SofTech, Inc. was formed in Massachusetts on June 10, 1969. The Company had an initial public offering in August 1981 and a subsequent offering in December 1982. From inception until the disposition of the Government Systems Division in December 1993, the Company's primary business was that of custom software development for the U.S. Government, primarily the Department of Defense.

After the sale of the Company's Government Systems Division through the end of calendar year 1996, the Company's only business was reselling hardware and software products of third parties and offering services related to such products (the "Reseller Model"). Between December 1996 and December 2002, the Company acquired eight entities involved in developing, supporting and/or marketing software products and/or services to the Computer Aided Design and Manufacturing ("CAD/CAM") and Product Data Management ("PDM") marketplace. The three most significant acquisitions during that time period were the purchases of Workgroup Technology Corporation ("WTC") in December 2002, Adra Systems, Inc. in May 1998, and the Advanced Manufacturing Technology ("AMT") in November 1997. The aggressive acquisition strategy that was funded primarily through debt, substantially increased the Company's risk profile but was required in order to create a viable and sustainable business.

### PRODUCTS AND SERVICES

The Company operates in one reportable segment and is engaged in the development, marketing, distribution and support of computer software solutions that serve the Product Lifecycle Management ("PLM") industry. These solutions include software technology offerings for Computer Aided Design ("CAD"), Computer Aided Manufacturing ("CAM") as well as Product Data Management ("PDM") and Collaboration technologies, all of which fit under the broadly defined PLM industry. The Company's operations are organized geographically with European sales and customer support offices in France, Germany and Italy. Components of revenue and long-lived assets (consisting primarily of intangible assets, capitalized software and property, plant and equipment) by geographic location are outlined in Note G to the financial statements.

A description of the Company's primary product offerings is as follows:

CadraTM is a drafting and design technology for the professional mechanical engineer. The CADRA family of CAD/CAM products includes CADRA Design Drafting, a fast and highly productive mechanical design documentation tool; CADRA NC, a comprehensive 2 through 5 axis NC programming application; CADRA integration with SolidWorks, an integrated drawing production system and 3D solid modeler. The CADRA family is rounded out by an extensive collection of translators and software options that make it a seamless fit into today's multi-platform and multi-application organizations.

ProductCenterTM is a proven enterprise-wide, collaborative PDM solution delivering a unique and powerful combination of document management, design integration, configuration control, change management, bill of materials management and

integration capability with other enterprise-wide systems, which helps companies rapidly optimize the product development process. ProductCenter provides for the secure management of product information and allows engineers and the entire design chain to manage, share, modify and track product data and documents throughout the product development lifecycle. ProductCenter supports engineering change management and bill of materials management for automating business processes. ProductCenter's web-based collaboration capabilities allow employees,

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customers, suppliers, and other globally dispersed team members to securely exchange product information while maintaining a centralized database of critical product data. ProductCenter also enables integration with other business applications, such as ERP, SCM, or CRM, for continuous data exchange across the product lifecycle.

The ProductCenter family of products is a suite of modules that, when combined, offer a unified collaborative product data management software solution. ProductCenter modules may be deployed in various combinations to meet the specific needs of a customer.

The AMT group has three primary products. Prospector is a knowledge-based NC programming package for complex tool production. This Windows based, easy-to-use package gives full flexibility for generating and editing NC toolpaths while utilizing the power of the industry's best knowledge base of tools, speeds, feeds, and cutting paths. ToolDesigner is a software package for developing and designing complex molds and dies. Core and cavity splits, parting line placement, wireframe design and drafting, photorealistic rendering, surface modeling, trimmed surfaces, injection and cooling line placement are aptly handled with this professional package. ExpertCAD is a drafting technology designed specifically for the Tool & Dies industry.

The Company markets and distributes its products and services primarily through a direct sales force and through its service organization in North America and Europe. The majority of the Company's sales in Asia are in Japan. The Company markets and distributes its products and services in Japan primarily through authorized resellers. Recently, the Company has been signing resellers in North America and Europe to reach areas not covered by its direct sales presence, however, to date, the revenue generated from this indirect distribution has not been material.

### COMPETITION

The Company competes against much larger entities in an extremely competitive market for all of its software and service offerings. The 2D software technologies acquired in the acquisitions in fiscal 1998 compete directly with the offerings of such companies as AutoDesk and UGS. This 2D technology is also marketed as a complementary offering to many 3D products offered by companies such as Parametric Technology Corporation, Dassault, UGS, AutoDesk and SolidWorks that all possess some level of 2D drafting capability. These companies all have financial resources far in excess of those of the Company.

The Company's PDM and collaborative technology offerings compete against offerings of the companies listed in the paragraph above and against other companies that have focused on PDM and collaborative offerings only.

The Company's CAM technology, PROSPECTOR(TM), is marketed to the Plastic Injection Mold and Tool & Die industries. The large CAD companies such as Parametric Technology Corporation, Dassault, UGS, and AutoDesk have modules that compete in this market.

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The service offerings of the Company which include consulting, training and discreet engineering services compete with offerings by all of the large CAD companies noted above, small regional engineering services companies and the in-house capabilities of its customers.

### PERSONNEL

As of August 15, 2006, the Company employed 67 persons, 62 on a full time basis

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and 5 part time. These employees were distributed over functional lines as follows: Sales = 10; Product Development Engineers = 24; Engineers = 23; General and Administrative = 10.

The ability of the Company to attract qualified individuals with the necessary skills is currently, and is expected to continue to be, a constraint on future growth. However, the availability of such skilled personnel has increased over the recent past.

### BACKLOG

Product backlog as of May 31, 2006 and 2005 was insignificant. Deferred revenue, which represents primarily software maintenance services to be performed during the following year, totaled approximately \$3,423,000 and \$4,019,000 at May 31, 2006 and 2005, respectively. In addition, as of May 31, 2006 the Company had a backlog of consulting orders totaling approximately \$.6 million, up from the \$.5 million at May 31, 2005. Given the short time period between receipt of order and delivery of product revenue, on average less than 30 days, the Company does not believe that product revenue backlog is an important measure as to the relative health of the business.

### RESEARCH AND DEVELOPMENT

The Company has approximately 24 product development engineers in its research and development groups located in Michigan and Massachusetts. In fiscal 2006 and 2005 the Company incurred research and development expense of \$2.8 million and \$2.7 million, respectively, related to the continued development of technology. During the current year the Company has increased the use of third-party offshore engineering companies to perform quality assurances testing of its technology developed in the United States.

### CUSTOMERS

No single customer accounted for more than 10% of the Company's revenue in fiscal 2006 or 2005. The Company is not dependent on a single customer, or a few customers, the loss of which would have a material adverse effect on the business.

### SEASONALITY

The first quarter, which begins June 1 and ends August 31, has historically been the slowest quarter of the Company's fiscal year. Management believes this weakness is due primarily to the buying habits of the customers and the fact that the quarter falls during prime vacation periods.

### ITEM 2 - DESCRIPTION OF PROPERTY

The Company leases office space in Troy, Michigan; Tewksbury, Massachusetts; Ismaning, Germany, Le Fontanil, France and Milan, Italy. The liability related to

office space in Burlington, Massachusetts (which lease expired in December 2002) was assumed by our lessor for our headquarters in Tewksbury, Massachusetts as a concession for extending our lease term at our headquarters. Such concession is being amortized as a reduction of rent expense over the extended term of the lease. The fiscal 2006 rent was approximately \$469,000. The Company believes that the current office space is adequate for current and anticipated levels of business activity.

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### ITEM 3 - LEGAL PROCEEDINGS

The Company, from time to time, is a party to various legal proceedings and claims that arise in the ordinary course of business. At May 31, 2006 there are no material outstanding claims and therefore no amounts have been accrued.

### ITEM 4 - SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

## PART II

### ITEM 5 - MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

The Company's common stock are traded on the NASDAQ's Over-the-Counter Exchange under the symbol "SOFT.OB".

At May 31, 2006, there were approximately 1,700 holders of record of the Company's common stock. The table below sets forth quarterly high and low close prices of the common stock for the indicated fiscal periods as provided by the National Quotation Bureau. These quotations reflect inter-dealer prices without retail mark-up, markdown, or commission and may not necessarily represent actual transactions.

	2006		2005	
	High	Low	High	Low
First Quarter	.41	.23	.25	.15
Second Quarter	.30	.18	.32	.17
Third Quarter	.29	.16	.35	.20
Fourth Quarter	.29	.17	.35	.22

The Company has not paid any cash dividends since 1997 and it does not anticipate paying cash dividends in the foreseeable future.

The table below details information regarding equity compensation plans of the Company as of May 31, 2006:

Plan category	Number of shares to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options warrants and rights	Number of shares securities available for future issuances
Approved by Shareholders	323,000	\$.58	--

### ITEM 6 - MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

This Form 10-KSB contains forward-looking statements. The words "believe", "expect," "anticipate," "intend," "estimate," and other expressions which are predictions of, or indicate future events and trends and which do not relate to historical matters identify forward-looking statements. These financial statements include statements regarding the Company's intent, belief or current expectations. You are cautioned that any forward-looking statements are not guarantees of future performance and involve a number of risks and uncertainties that may cause the Company's actual results to differ materially from the

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results discussed in the forward-looking statements. Among the factors that could cause actual results to differ materially from those indicated by such forward-looking statements include, but are not limited to, market acceptance of the Company's technologies, fluctuations in quarterly results, continued integration and market expansion of our acquired technologies and the ability of the Company to attract and retain qualified personnel both in our existing markets and in new office locations.

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After the sale of the Company's Government Systems Division through the end of calendar year 1996, the Company's only business was reselling hardware and software products of third parties and offering services related to such products (the "Reseller Model"). Between December 1996 and May 1999, the Company acquired seven entities involved in developing, supporting and/or marketing software products and/or services to the Computer Aided Design and Manufacturing ("CAD/CAM") marketplace. The two most significant acquisitions during that time period were the purchases of Adra Systems, Inc. in May 1998 and the Advanced Manufacturing Technology ("AMT") in November 1997. In December 2002 the Company acquired WTC thereby obtaining complementary technology. The acquisition of WTC had a positive impact on our operating results and is expected to be a key element in the Company's growth strategy. The aggressive acquisition strategy that was funded primarily through debt, substantially increased the Company's risk profile but was required in order to create a viable and sustainable business.

### INCOME STATEMENT ANALYSIS

The table below presents the relationship, expressed as a percentage, between income and expense items and total revenue, for each of the two years ended May 31, 2006. In addition, the change in those items, again expressed as a percentage, for each of the two years ended May 31, 2006 is presented.

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	Items as a percentage of revenue		Percentage change year to year
	2006	2005	2005 to 2006
	-----		-----
Revenue			
Products	27.5%	22.0%	28.7%
Services	72.5	78.0	(4.3)
	-----	-----	
Total revenue	100.0	100.0	3.0
Cost of sales			
Products	16.7	21.1	(18.6)
Services	12.7	13.7	(4.8)
	-----	-----	
Total cost of sales	29.4	34.8	(13.1)
	-----	-----	

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Total gross margin	70.6	65.2	11.5
Research and development	22.6	22.4	3.5
S.G.& A.	49.0	47.0	7.2
Interest expense	9.7	7.4	35.3
	-----	-----	
Loss before income tax	(10.6)	(11.7)	(6.5)
	=====	=====	=====

CRITICAL ACCOUNTING POLICIES AND SIGNIFICANT JUDGMENTS AND ESTIMATES

The Securities and Exchange Commission ("SEC") issued disclosure guidance for "critical accounting policies." The SEC defines "critical accounting policies" as those that require the application of management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain and may change in subsequent periods.

The Company's significant accounting policies are described in Note B to these financial statements. The Company believes that the following accounting policies require the application of management's most difficult, subjective or complex judgments:

REVENUE RECOGNITION

The Company has adopted the provisions of Statement of Position No. 97-2, "Software Revenue Recognition" (SOP 97-2) as amended by SOP No. 98-9, "Modification of SOP 97-2, Software Revenue Recognition with Respect to Certain Transactions" (SOP 98-9) in recognizing revenue from software transactions. Revenue from software license sales are recognized when persuasive evidence of an arrangement exists, delivery of the product has been made, and a fixed fee and collectibility has been determined. The Company does not provide for a right of return and none exist. For multiple element arrangements, total fees are allocated to each of the elements using the residual method set forth in SOP 98-9. Revenue from customer maintenance support agreements is deferred and recognized ratably over the term of the agreements. Revenue from engineering, consulting and training services is recognized as those services are rendered.

ESTIMATING ALLOWANCES FOR DOUBTFUL ACCOUNTS RECEIVABLE

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We perform ongoing credit evaluations of our customers and adjust credit limits based upon payment history and the customer's current credit worthiness, as determined by our review of their current credit information. We continuously monitor collections and payments from our customers and maintain a provision for estimated credit losses based upon our historical experience and any specific customer collection issues that we have identified. While such credit losses have historically been within our expectations and the provisions established, we cannot guarantee that we will continue to experience the same credit loss rates that we have in the past. A significant change in the liquidity or financial position of any of our significant customers could have a material adverse effect on the collectibility of our accounts receivable and our future operating results.

VALUATION OF LONG-LIVED AND INTANGIBLE ASSETS

The Company periodically reviews the carrying value of all intangible (primarily capitalized software costs and other intangible assets) and other long-lived

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assets. If indicators of impairment exist, the Company compares the undiscounted cash flows estimated to be generated by those assets over their estimated economic life to the related carrying value of those assets to determine if the assets are impaired. If the carrying value of the asset is greater than the estimated undiscounted cash flows, the carrying value of the assets would be decreased to their fair value through a charge to operations. The Company does not have any long-lived assets it considers to be impaired.

### VALUATION OF GOODWILL

Effective June 1, 2002, the Company adopted the provisions of SFAS No. 142, Goodwill and Other Intangible Assets. This statement requires that goodwill existing at the date of adoption be reviewed for possible impairment and that impairment tests be periodically repeated, with impaired assets written down to fair value. Additionally, existing goodwill and intangible assets must be assessed and classified within the statement's criteria. Intangible assets with finite useful lives will continue to be amortized over those periods. Amortization of goodwill and intangible assets with indeterminable lives ceased as of June 1, 2002.

As of May 31, 2006, the Company conducted its annual impairment test of goodwill by comparing fair value to the carrying amount of its underlying assets and liabilities. The Company determined that the fair value exceeded the carrying amount of the assets and liabilities, therefore no impairment existed as of the testing date.

### VALUATION OF DEFERRED TAX ASSETS

We regularly evaluate our ability to recover the reported amount of our deferred income taxes considering several factors, including our estimate of the likelihood of the Company generating sufficient taxable income in future years during the period over which temporary differences reverse. The Company's deferred tax assets are currently fully reserved.

### RESULTS OF OPERATIONS

Total revenue for fiscal year 2006 was \$12.5 million, an increase of \$.4 million or 3.0% from fiscal year 2005 revenue of \$12.1 million. The revenue by product line for fiscal 2006 as compared to fiscal 2005 is as follows (in thousands, except percent):

PRODUCT LINE	FY 2006	FY 2005	\$ CHANGE
ProductCenter	\$ 6,523	\$ 5,545	\$ 978

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Cadra	4,651	5,217	(566)
AMT	1,304	1,358	(54)
Total	12,478	12,120	358



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Product revenue increased \$.8 million or 28.7% during the current year as compared to the prior year. The change from year to year in product revenue among our three product lines was as follows (in thousands, except percent):

PRODUCT LINE	FY 2006	FY 2005	\$ CHANGE
ProductCenter	\$ 1,876	\$ 1,065	\$ 811
Cadra	1,086	1,183	(97)
AMT	470	418	52
Total	3,432	2,666	766

The increase in product revenue for our ProductCenter technology was the result of winning 11 new customers during fiscal 2006 mostly in competitive bidding processes. These new customers accounted for \$921,000 of product revenue in 2006. The decrease in our Cadra product revenue was due to decreases in North America and Italy partially offset by an increase in Asia. The weakness in North America and Italy is due to the continued migration from 2D CAD products like Cadra to newer 3D technologies. The increase in product revenue for the AMT product line was due to increased product revenue in Germany partially offset by product revenue decline in North America.

Service revenue decreased about \$.4 million or 4.3% from fiscal 2005 to 2006. The change from year to year in service revenue among our three product lines was as follows (in thousands, except percent):

PRODUCT LINE	FY 2006	FY 2005	\$ CHANGE
ProductCenter	\$ 4,647	\$ 4,480	\$ 167
Cadra	3,565	4,034	(469)
AMT	834	940	(106)
Total	9,046	9,454	(408)

The 3.7% increase in ProductCenter service revenue was the net result of a 18.5% increase in maintenance revenue from 2005 to 2006 partially offset by a decrease in consulting/training revenue of 26.0%. The increase in maintenance revenue is due primarily to the new customers, 11 in 2006 and 12 in 2005, using this technology. Also contributing to the increased maintenance revenue is the additional purchases by existing customers of new software seats and modules. The decrease in ProductCenter consulting/training revenue from 2006 as compared to 2005 was due to a large consulting project for a customer that was completed in fiscal 2005 and not fully replaced.

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Consulting/training is a very minor component of our Cadra and AMT product lines.

The 11.6% decline in service revenue for our Cadra product line was due to the continued migration of the CAD marketplace from 2D CAD tools such as Cadra to 3D technologies. This migration has been going on for some time and is expected to continue. With the continued market acceptance of 3D technologies our customers are reducing their utilization of Cadra and reducing their maintenance coverage or opting not to renew at all. For 2006 we experienced double digit decreases in maintenance revenue across all geographies except Asia which increased 17.4%. We believe this spike in Asia is due to timing of orders and not an indication of an upward trend that will continue.

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The 11.3% decline in service revenue for our AMT product line was part of the continued downward trend over the last five years for this technology. AMT's customers are primarily North American vendors to the major parts suppliers to the American automotive industry. Our customers have experienced severe financial difficulty as the North American automobile industry has struggled with foreign competition, loss of market share, increasing costs and a myriad of other problems. These events have had a substantial detrimental impact on the revenue generated from this product line.

Product gross margin was 39.4% in fiscal 2006 as compared to 4.2% in fiscal 2005. This increase in product gross margin is the result of lower amortization in fiscal 2006 as the intangible costs related to our purchase of the ProductCenter technology was fully amortized.

Service gross margin was 82.5% in fiscal 2006 as compared to 82.4% in fiscal 2005, essentially unchanged.

Research and development expenditures totaled approximately \$2.8 million in fiscal 2006 as compared to \$2.7 million in fiscal 2005, an increase of about 3.5%. These development expenditures were 22.6% of revenue in fiscal 2006 as compared to 22.4% in fiscal 2005. This small increase in total R&D expenditures masks the redeployment of resources towards our ProductCenter technology which is experiencing significant revenue growth and away from our Cadra and AMT product lines. ProductCenter R&D expenditures increased 9.9% from 2005 to 2006.

Selling, general and administrative expense for fiscal 2006 increased by about \$.4 million or about 7.2% from fiscal 2005. The increase is the result of higher expenditures related to our ProductCenter offering. In late fiscal 2005 we hired additional sales personnel and increased our marketing expenditures as the identified pipeline grew. The 18% overall revenue growth and the 76% product revenue growth for this technology in fiscal 2006 also increased our variable compensation.

Interest expense in fiscal 2006 increased by about \$315,000 or 35.3% as compared to fiscal 2005. This was the direct result of continuous increases in the prime rate throughout the year. In fiscal 2006 our average outstanding debt was \$13.4 million as compared to about \$14.0 million in 2005, a decrease of about 4.3%. The average interest rate for the current year on those borrowings was 9.0% as compared to about 6.4% in fiscal 2005, an increase of 40.6%. As of June 1, 2006 our borrowing rate has increased to 10.0% for fiscal 2007 as a result of increases in the prime rate.

The net loss for fiscal 2006 was about \$(1.3) million as compared to approximately \$(1.4) million in fiscal 2005. The net loss per share for fiscal 2006 was \$(.11) as compared to \$(.12) in fiscal 2005. The weighted average

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number of shares outstanding was 12.2 million in both fiscal 2006 and 2005.

### CAPITAL RESOURCES AND LIQUIDITY

The Company's cash position as of May 31, 2006 was \$680,000. This represents an increase of \$281,000 from the fiscal 2005 year-end balance of \$399,000.

Included in the Company's results of operations are significant non-cash

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expenses related to amortization of intangibles resulting from prior year acquisitions, which totaled approximately \$1.9 million in fiscal 2006 and \$2.4 million in fiscal 2005.

For fiscal 2006, operating activities generated no cash, investing activities used about \$57,000 and financing activities provided about \$354,000.

The Company's operating activities in fiscal 2006 were break even. The net loss together with non-cash expenses related to amortization of intangibles and depreciation generated cash of approximately \$604,000; a decrease in deferred revenue used cash of \$596,000; and all other changes had a net cash usage of \$9,000. The decrease in deferred revenue is the result of non-renewal or renewal at a lower value of software maintenance contracts for our Cadra and AMT product lines, as described above.

Investing activities utilized cash of \$57,000 during fiscal 2006 related to the payment on 9,000 WTC shares that were tendered to the Company for payment and normal capital expenditures. Lastly, during fiscal 2006 the Company utilized its credit facility to fund operations by borrowing \$354,000 in excess of repayments.

At May 31, 2006, long-term obligations related exclusively to our outstanding debt totaled approximately \$12.9 million. The Company is dependent on availability under its debt facilities and its cash flow from operations to meet its near term working capital needs and to make debt service payments. The monthly principal and interest payments are approximately \$352,000 on these borrowings.

The Company currently funds its operations through a combination of cash flow from operations and its debt facilities with Greenleaf Capital. While no cash was generated from operations in fiscal 2006 it is management's expectation that fiscal 2007 will return to positive cash flows from operations. The \$3.0 million Line of Credit expires annually in June. As of May 31, 2006, approximately \$1.3 million was available under this facility which has been extended an additional year through June 2007. (See Note I to the Consolidated Financial Statements.)

The Company currently believes that cash flow from operations together with the availability of capital under its line of credit is sufficient to meet its obligations for at least the next year.

### MARKET RISK DISCLOSURE

The Company has assets and liabilities outside the United States that are subject to fluctuations in foreign currency exchange rates. The Company's primary exposure is related to local currency revenue and operating expenses in Europe. However, the Company does not engage in forward foreign exchange or similar contracts to reduce its economic exposure to changes in exchange rates as the associated risk is not considered significant. Because the Company markets, sells and licenses its products throughout the world, it could be

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significantly affected by weak economic conditions in foreign markets that could reduce demand for its products.

The Company is exposed to changes in interest rates primarily as a result of its long-term debt requirements. The Company's interest rate risk management objectives are to limit the effect of interest rate changes on earnings and cash flows and to lower overall borrowing costs. Based on the debt balance at May 31, 2006, a hypothetical change in the interest rate of +2% or -2% would result in a hypothetical change to interest expense of about \$271,000 and \$(271,000), respectively.

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The Company does not enter into contracts for speculative or trading purposes, nor is it a party to any leveraged derivative instruments.

### FACTORS THAT MAY AFFECT FUTURE RESULTS

The Company's business is subject to many uncertainties and risks. This Form 10-KSB also contains certain forward-looking statements within the meaning of the Private Securities Reform Act of 1995. The Company's future results may differ materially from its current results and actual results could differ materially from those projected in the forward looking statements as a result of certain risk factors, including but not limited to those set forth below, other one-time events and other important factors disclosed previously and from time to time in the Company's other filings with the SEC.

OUR QUARTERLY RESULTS MAY FLUCTUATE. The Company's quarterly revenue and operating results are difficult to predict and may fluctuate significantly from quarter to quarter. Our quarterly revenue may fluctuate significantly for several reasons, including: the timing and success of introductions of our new products or product enhancements or those of our competitors; uncertainty created by changes in the market; difficulty in predicting the size and timing of individual orders; competition and pricing; customer order deferrals as a result of general economic decline. Furthermore, the Company has often recognized a substantial portion of its product revenues in the last month of a quarter, with these revenues frequently concentrated in the last weeks or days of a quarter. As a result, product revenues in any quarter are substantially dependent on orders booked and shipped in the latter part of that quarter and revenues from any future quarter are not predictable with any significant degree of accuracy. We typically do not experience order backlog. For these reasons, we believe that period-to-period comparisons of its results of operations are not necessarily meaningful and should not be relied upon as indications of future performance.

WE MAY NOT GENERATE POSITIVE CASH FLOW IN THE FUTURE. During fiscal years 1998 through 2001 we generated significant cash losses from operations. The Company took aggressive cost cutting steps and reorganized its operations at the beginning of fiscal 2002. These actions have greatly reduced our fixed costs and resulted in positive cash flow from operations for four of our last five fiscal years. It is our expectation that we can continue to improve on our recent success, however, there can be no assurances that the Company will continue to generate positive cash in the future.

DECLINE IN BUSINESS CONDITIONS AND INFORMATION TECHNOLOGY (IT) SPENDING COULD CAUSE DECLINE IN REVENUE. The level of future IT spending remains uncertain as does the prognosis for the continued economic recovery in the manufacturing sector. If IT spending declines and/or the manufacturing sector experiences economic difficulty, the Company's revenues could be adversely impacted.

THE COMPANY IS DEPENDENT ON ITS LENDER FOR CONTINUED SUPPORT. We have a strong

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relationship with our sole lender, Greenleaf Capital. They currently represent our sole source of financing. (See Note I to the Consolidated Financial Statements.)

THE CONTINUED INTEGRATION OF WTC MAY EXPERIENCE DIFFICULTY. Since acquiring WTC in December 2002, much progress has been made in integrating our operations and reducing redundant functions and facilities. The strategy includes more closely integrating our technologies and offering our combined customer base these solutions. The strategy also includes translating ProductCenter for users other than the U.S. English speaking market. This translation for our European customers

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was completed during fiscal 2006. In addition, during 2006 interfaces were created to proprietary CAD tools that have higher use in our European customer base. Our plans for 2007 include leveraging that technology investment by offering ProductCenter to our European customers based on the recent improvements. However, there can be no assurance that this continued integration of our technologies or offering ProductCenter outside the U.S. will be successful.

REVENUE DECLINE FOR CERTAIN PRODUCT LINES. We experienced revenue declines from 2005 to 2006 of 11% for our Cadra product line and 4% for our AMT product line. The declines for the same period for software maintenance revenue was about 11% for each of those product lines. While we understand that as these technologies age the revenue will decline as a normal part of the technology life cycle, double digit declines from year to year were not expected. Should this unexpected fiscal 2006 revenue decline for these product lines continue it will materially negatively impact the Company's overall financial performance.

### ITEM 7 - FINANCIAL STATEMENTS

Financial statements are included herein.

### ITEM 8 - CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

#### Item 8A. - CONTROLS AND PROCEDURES

The Company's Chief Operating Officer is responsible for establishing and maintaining disclosure controls and procedures for the Company. Such officer has concluded (based upon their evaluation of these controls and procedures as of a date within 90 days of the filing of this report) that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in this report is accumulated and communicated to the Company's management, including its principal executive officers as appropriate, to allow timely decisions regarding required disclosure.

The Certifying Officer also has indicated that there were no significant changes in the Company's internal controls or other factors that could significantly affect such controls subsequent to the date of their evaluation, and there were no corrective actions with regard to significant deficiencies and material weaknesses.

PART III

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### ITEM 9 - DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS; COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT

Set forth below is certain information regarding the Directors and executive officers of SofTech, Inc. (the "Company") as of August 15, 2006, based on information furnished by them to the Company.

#### DIRECTORS

Ronald A. Elenbaas, 53, term expires in 2006; Mr. Elenbaas is currently retired. From 1975 to 2000, Mr. Elenbaas was employed by Stryker Corporation in various

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positions, most recently as President of Stryker Surgical Group, a division of Stryker Corporation. Mr. Elenbaas also serves on the Board of the Ocean Reef Medical Center as well as director of Greenleaf Trust and a Special Consultant to Keystone Bank. Mr. Elenbaas was appointed a Director of the Company in September 1996.

William D. Johnston, 59, term expires in 2008; Mr. Johnston serves as Chairman of the Company and has been a Director since 1996. Mr. Johnston is President, Chairman and CEO of the Greenleaf Companies. Included in the Greenleaf Companies are Greenleaf Trust, a Michigan chartered bank, Greenleaf Capital, Inc. a venture capital company and lender to SofTech, Greenleaf Ventures, Inc. a management company delivering management services to the host industry and Greenleaf Holdings L.L.C., a commercial real estate development company. Mr. Johnston has served as President, Chairman and CEO of the Greenleaf Companies since 1991.

Timothy L. Tyler, 52, term expires in 2007; Mr. Tyler has served since 1995 as President of Borroughs Corporation, a privately held, Michigan-based business that designs, manufactures and markets industrial and library shelving units, metal office furniture and check out stands primarily in the United States. Mr. Tyler served as President and General Manager of Tyler Supply Company from 1979 to 1995. Mr. Tyler was appointed a Director of the Company in September 1996.

Barry Bedford, 48, term expires in 2008; Mr. Bedford has served as Chief Financial Officer of the Greenleaf Companies since April 2000. Prior to joining Greenleaf, Mr. Bedford was the Chief Financial Officer of Johnson and Rauhofs, a Michigan advertising firm, since 1991. Mr. Bedford was appointed a Director of the Company in July 2000. Effective August 11, 2006, Mr. Bedford resigned his position as a Director. There was no disagreement between Mr. Bedford and the registrant, known to an executive officer of the registrant, on any matter relating to the registrants operations, policies and practices.

Frederick A. Lake, 70, term expires in 2006; Mr. Lake is a partner in the law firm of Lake, Stover & Schau, PLC, a Michigan based law firm. Mr. Lake has been with Lake, Stover & Schau, PLC, and its predecessors for more than five years. Mr. Lake also serves as corporate counsel for Greenleaf Ventures. Mr. Lake was appointed a Director of the Company in July 2000.

Each member of the Board of Directors also serves on the Audit Committee of the Board of Directors. The Audit Committee recommends the engagement of the Company's independent accountants. In addition, the Audit Committee reviews comments made by the independent accountants with respect to internal controls and considers any corrective action to be taken by management; reviews internal accounting procedures and controls within the Company's financial and accounting staff; and reviews the need for any non-audit services to be provided by the independent accountants. Mr. Bedford has been designated as the audit committee

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financial expert. Mr. Bedford is independent of management.

Each member of the Board of Directors also serves on the Compensation Committee of the Board of Directors. The Compensation Committee recommends salaries and bonuses for officers and general managers and establishes general policies and procedures for salary and performance reviews and the granting of bonuses to other employees. It also administers the Company's 1994 Stock Option Plan (the "Plan") and the SofTech Employee Stock Purchase Plan.

### EXECUTIVE OFFICERS

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The current executive officers of the Company are as follows:

Name	Age	Position
Joseph P. Mullaney	49	President and Chief Operating Officer
Jean J. Croteau	51	Vice President, Operations
Victor G. Bovey	49	Vice President, Engineering

Executive officers of the Company are elected at the first Board of Directors meeting following the Stockholders' meeting at which the Directors are elected.

The following provides biographical information with respect to the Executive Officers not identified in Item 10 of this Annual Report on Form 10-KSB:

Joseph P. Mullaney was appointed President and Chief Operating Officer in June 2001. Previously he served as Vice President, Treasurer, and Chief Financial Officer of the Company from November 1993 to June 2001. He joined the Company in May 1990 as Assistant Controller and was promoted to Corporate Controller in June 1990. Prior to his employment with SofTech he was employed for seven years at the Boston office of Coopers & Lybrand LLP (now PriceWaterhouseCoopers LLP) as an auditor in various staff and management positions.

Jean Croteau was appointed Vice President, Operations at the July 2001. He started with the Company in 1981 as Senior Contracts Administrator and was promoted to various positions of greater responsibilities until his departure in 1995. Mr. Croteau rejoined SofTech in 1998. From 1995 through 1998 he served as the Director of Business Operations for the Energy Services Division of XENERGY, Inc.

Victor G. Bovey was appointed Vice President of Engineering of the Company in March 2000. He started with the Company in November 1997 as Director of Product Development. Prior to his employment with SofTech he was employed for thirteen years with CIMLINC Incorporated in various engineering and product development positions.

### COMPLIANCE WITH SECTION 16(a) OF THE SECURITIES EXCHANGE ACT OF 1934

Section 16(a) of the Securities Exchange Act of 1934, as amended ("Section 16(a)") requires the Company's Directors and executive officers, and persons who own more than ten percent of a registered class of the Company's equity securities (collectively, "Section 16 reporting persons"), to file with the Securities and Exchange Commission ("SEC") initial reports of ownership and reports of changes in ownership of Common Stock and other equity securities of the Company. Section 16 reporting persons are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file.

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To the Company's knowledge, based solely on a review of the copies of such reports furnished to the Company and on written representations that no other reports were required, during the fiscal year ended May 31, 2006, the Section 16 reporting persons complied with all Section 16(a) filing requirements applicable to them.

### ITEM 10 - EXECUTIVE COMPENSATION

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#### COMPENSATION OF NON-EMPLOYEE DIRECTORS

Employee Directors were not paid any fees or additional compensation for service as members of the Board of Directors or any committee thereof.

Pursuant to the Company's 1994 Stock Option Plan (the "1994 Stock Option Plan"), non-employee Directors may be granted non-qualified options to purchase shares of Common Stock of the Company. The Compensation Committee of the Board of Directors administers the 1994 Stock Option Plan. Stock options typically terminate upon a Director leaving his or her position for any reason other than death or disability. No option may be exercised after the expiration of ten years from its date of grant. No new options could be granted under this Plan after 2004. No option awards were made in fiscal 2006.

#### SUMMARY COMPENSATION TABLE

The following table summarizes the compensation paid to the President and Chief Executive Officer of the Company and each of the Company's two other most highly compensated executive officers (the "Named Executives") during or with respect to fiscal 2004, 2005 and 2006 fiscal years for services in all capacities to the Company.

Name and Principal Fiscal Position Year	Annual Compensation			Long Term Compensation Awards	
Salary(\$)	Bonus(\$)	Other Annual Compensation (\$)	Securities Underlying Options(#)	All Other Compensation(\$)(2)	
<hr style="border-top: 1px dashed black;"/>					

Joseph P. Mullaney(4)-  
President and COO

2006	234,000	21,000	--	--	(3) 16,007
2005	225,300	60,000	--	--	(3) 13,489
2004	216,300	50,000	--	--	(3) 13,001

Jean Croteau -  
Vice President, Operations

2006	170,321	65,972	--	--	4,245
2005	163,770	45,000	--	--	1,558
2004	154,500	62,799	--	--	3,982

Victor G. Bovey -  
Vice President, Research & Development



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2006	142,744	--	--	--	2,736
2005	137,917	--	--	--	2,758
2004	133,900	--	--	--	2,690

(1) Includes amounts deferred by Messrs. Mullaney, Bovey and Croteau under the Company's 401(k) plan.

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(2) Except as otherwise noted, amounts listed in this column reflect the Company's contributions to each of the Named Executive's accounts under the Company's 401(k) plan.

(3) Includes imputed compensation related to the non-interest bearing note receivable described in Note K to the financial statements.

OPTION GRANTS IN THE LAST FISCAL YEAR

No stock appreciation rights ("SARs") or options to purchase Company stock have been granted to the Named Executive Officers of the Company during fiscal year 2006.

AGGREGATE OPTION EXERCISES IN THE LAST FISCAL YEAR AND OPTION VALUE AT MAY 31, 2006.

The following table sets forth certain information concerning the number and value of unexercised options held by the President and Chief Operating Officer and each Named Executive.

NAME	NUMBER OF SHARES ACQUIRED ON EXERCISE	VALUE REALIZED (\$)	NUMBER OF UNEXERCISED OPTIONS AT MAY 31, 2006 EXERCISABLE/UNEXERCISABLE	VALUE OF UNIN-THE-MONEY AT MAY 31, 2006 EXERCISABLE/UNEXERCISABLE
Joseph P. Mullaney	--	--	60,000/40,000	6,600/4,000
Victor G. Bovey	--	--	15,000/0	1,650/0
Jean Croteau	--	--	50,000/0	5,500/0

(1) Market value of underlying securities at May 31, 2006 based on a per share value of \$.20 less the aggregate exercise price.

EMPLOYMENT CONTRACTS

The Company does not have employment contracts with its Named Executives.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Each of the members of the Board of Directors served as members of the Compensation Committee of the Company's Board of Directors during the fiscal year ended May 31, 2006.

ITEM 11 - SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

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### SECURITY OWNERSHIP OF MANAGEMENT AND PRINCIPAL STOCKHOLDERS

Information concerning beneficial ownership of the Company's Common Stock, as of August 15, 2006, for (i) each person named in the "Summary Compensation Table" below as a Named Executive of the Company during the fiscal year ended

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May 31, 2006, (ii) each Director and each of the Company's nominees to the Board of Directors and (iii) all Directors and executive officers of the Company as a group is set forth below.

Name of Beneficial Owner	Shares of Common Stock Beneficially Owned as of August 15, 2006 (1)	Percentage of Outstanding Common Stock Beneficially Owned as of August 15, 2006 (2)
Joseph P. Mullaney	174,319(3)	1.4%
Jean Croteau	50,000(3)	*
Victor G. Bovey	35,350(3)	*
William Johnston	5,472,204(3)(4)	44.7
Timothy L. Tyler	32,400(3)	*
Ronald Elenbaas	70,100(3)	*
Frederick Lake	16,000(3)	*
Barry Bedford	16,000(3)	*
-----		
All Directors and executive officers as a group (8 persons)	5,866,373(5)	47.0%

\* Less than one percent (1%).

- (1) Based upon information furnished by the persons listed. Except as otherwise noted, all persons have sole voting and investment power over the shares listed. A person is deemed, as of any date, to have "beneficial ownership" of any security that such person has the right to acquire within 60 days after such date.
- (2) There were 12,213,236 shares outstanding on August 15, 2006. In addition, 264,200 shares issuable upon exercise of stock options held by certain Directors and executive officers of the Company are deemed to be outstanding as of August 15, 2006 for purposes of certain calculations in this table. See notes 3, 4 and 5 below.
- (3) Includes shares issuable under stock options as follows: Mr. Mullaney - 80,000; Mr. Croteau - 50,000; Mr. Bovey - 15,000; Mr. Johnston - 27,400; Mr. Tyler - 32,400; Mr. Elenbaas - 27,400; Mr. Lake - 16,000 and Mr. Bedford - 16,000.
- (4) Mr. Johnston's business address is Greenleaf Capital, 100 West Michigan Ave., Kalamazoo, Michigan, 49007.
- (5) Includes 264,200 shares issuable upon exercise of stock options held by all Directors and executive officers as a group.

### ITEM 12 - CERTAIN RELATIONSHIPS AND RELATED TRANACTIONS

As disclosed in Note H and I to the Company's 2006 Annual Report on Form 10-KSB, the Company has entered into various financing arrangements with Greenleaf Capital over the last several years. Greenleaf Capital, a wholly-owned subsidiary of Greenleaf Companies is the Company's primary source of capital. William D. Johnston, a director of SofTech since September 1996, is the President and sole principal of Greenleaf Companies. The Company paid Greenleaf

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Capital approximately \$1.7 million and \$1.2 million in fiscal 2006 and 2005, respectively,

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in finance charges and management fees. Greenleaf Trust, a wholly-owned subsidiary of Greenleaf Companies, also serves as the trustee and investment advisor for the Company's 401-K Plan.

### ITEM 13 - EXHIBITS AND REPORTS ON FORM 8-K

The following items are filed as part of this report:

#### (a) Exhibits:

(2) (i) Asset Purchase Agreement by and among SofTech, Inc., Information Decisions, Inc., System Constructs, Inc., and Data Systems Network Corporation filed as Exhibit 2.1 to Form 8-K, dated September 12, 1996, is incorporated by reference.

(2) (ii) Stock Purchase Agreement dated as of December 31, 1996 by and among SofTech, Inc., Information Decisions, Inc., Computer Graphics Corporation, and the Stockholders of Computer Graphics Corporation, filed as Exhibit 2.1 to Form S-3, dated June 30, 1997, is incorporated by reference.

(2) (iii) Stock Purchase Agreement dated as of February 27, 1997 by and among SofTech, Inc., Information Decisions, Inc., Ram Design and Graphics Corporation, and the Stockholders of Ram Design and Graphics Corp., filed as Exhibit 2.2 to Form S-3, dated June 30, 1997, is incorporated by reference.

(2) (iv) Asset Purchase Agreement by and among SofTech, Inc., Information Decisions, Inc., CIMLINC Incorporated and CIMLINC GmbH, filed as Exhibit 2.1 to Form 8-K, dated November 10, 1997, is incorporated by reference.

(2) (v) Asset Purchase Agreement by and among SofTech, Inc., Adra Systems, Inc., Adra Systems, GmbH, and MatrixOne, Inc., filed as Exhibit 2.1 for Form 8-K, dated May 7, 1998, is incorporated by reference.

(2) (vi) Agreement and Plan of Merger by and among SofTech, Inc., SofTech Acquisition Corporation, and Workgroup Technology Corporation dated November 13, 2002, filed as Exhibit 6 to Form SC 13D/A, dated November 15, 2002, is incorporated by reference.

(3) (i) Articles of Organization filed as Exhibit 3(a) to Registration Statement No. 2-73261 are incorporated by reference. Amendment to the Articles of Organization filed as Exhibit (19) to Form 10-Q for the fiscal quarter ended November 28, 1986 is incorporated by reference.

(3) (ii) By-laws of the Company, filed as Exhibit (3) (b) to 1990 Form 10K are incorporated herein by reference. Reference is made to Exhibit (3) (a) above, which is incorporated by reference. Form of common stock certificate, filed as Exhibit 4(A), to Registration statement number 2-73261, is incorporated by reference.

(10) (i) Greenleaf Capital \$11.0 million Promissory Note, filed as Exhibit 10.2 to the Form 10-K for the fiscal year ended May 31, 2001, is incorporated by reference.

(10) (ii) Greenleaf Capital \$3.0 million Revolving Line of Credit, filed as Exhibit 10.3 to the Form 10-K for the fiscal year ended May 31, 2001, is incorporated by reference.

(10) (iii) Amendment to Promissory Note dated November 8, 2002, filed as Exhibit 4 to Form SC 13D/A filed November 15, 2002, is incorporated by reference.

(14) Code of Ethics for Officers, filed as Exhibit 14 to the Form 10-KSB for the year ended May 31, 2004, is incorporated by reference.

(21) Subsidiaries of the Registrant, filed herewith.

(23) (i) Consent of Vitale, Caturano & Company Ltd., filed herewith.

(31) Certification Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

(32) Certification Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(b) Reports on Form 8-K

The Company filed a Form 8-K on April 14, 2006 regarding its press release of third quarter fiscal 2006 results.

ITEM 14 - PRINCIPAL ACCOUNTANT FEES AND SERVICES

AUDIT FEES

The following table presents the aggregate fees of the principal accountants for professional services rendered for the audit of the Company's annual financial statements and review of financial statements included in the Company's Form 10-QSB's for the years ended May 31, :

	2006	2005
	-----	-----
Audit and quarterly review fees (1)	\$ 96,000	\$ 89,000
Tax related fees (2)	20,000	20,000
	-----	-----
Total fees	\$116,000	\$109,000

- (1) Audit and quarterly review fees consists of audit work performed in the preparation of the financial statements to be included in the Company's Form 10-KSB and reviews of the Company's financials statements to be included in the Company's Form 10-QSB's filed with the Securities and Exchange Commission for the respective years.
- (2) Tax related fees consisted of preparation of the Company's tax returns for each of the fiscal years.

The Company's Audit Committee (the "Committee") is solely responsible for the nomination, approval, compensation, evaluation and discharge of the independent public accountants. The independent public accountants report directly to the Committee and the Committee is responsible for the resolution of disagreements between management and the independent public accountants. Consistent with the Securities and Exchange Commission requirements, the Committee has adopted a policy to pre-approve all audit and permissible non-audit services provided by the independent public accountants. The Company's independent public accountants for the current fiscal year have been appointed by the Committee.

REPORT OF REGISTERED INDEPENDENT PUBLIC ACCOUNTANTS

To the Board of Directors and Stockholders of SofTech, Inc.

We have audited the accompanying consolidated balance sheet of SofTech, Inc. and subsidiaries as of May 31, 2006 and the related consolidated statements of operations, changes in stockholders' deficit and comprehensive loss and cash flows for the years ended May 31, 2006 and 2005. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

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We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of SofTech, Inc. and subsidiaries as of May 31, 2006, and the consolidated results of its operations and cash flows for the years ended May 31, 2006 and 2005, in conformity with accounting principles generally accepted in the United States of America.

/s/ Vitale, Caturano & Company LTD.

Boston Massachusetts  
July 21, 2006

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SOFTECH, INC.  
CONSOLIDATED STATEMENTS OF OPERATIONS  
For Fiscal Years Ended May 31,

	2006 -----	2005 -----
	(in thousands, except per share data)	
Revenue:		
Products	\$ 3,432	\$ 2,666
Services	9,046	9,454
	-----	-----
Total Revenue	12,478	12,120
	-----	-----
Cost of Revenue:		
Cost of products sold: materials	208	114
Cost of product sold: amortization of capitalized software costs and other intangible assets	1,872	2,440
Cost of services provided	1,586	1,666
	-----	-----
Total Cost of Revenue	3,666	4,220
	-----	-----
Gross margin	8,812	7,900
Research and development	2,816	2,720
Selling, general and administrative	6,111	5,702

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Loss from operations	----- (115)	----- (522)
Interest expense, net	1,207	892
Loss before income taxes	----- (1,322)	----- (1,414)
Provision for income taxes	10	11
Net Loss	----- \$ (1,332) =====	----- \$ (1,425) =====
Per Common Share Data:		
Net Loss - basic and diluted	\$ (.11) =====	\$ (.12) =====
Weighted Average Shares Outstanding, basic and diluted	12,205 =====	12,205 =====

The accompanying notes are an integral part of the consolidated financial statements.

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SOFTECH, INC.  
CONSOLIDATED BALANCE SHEET  
AS OF MAY 31, 2006

(in thousands, except share and per share data)

Assets:	
Current assets:	
Cash and cash equivalents	\$ 680
Accounts receivable (less allowance for uncollectible accounts of \$26)	1,657
Prepaid expenses and other assets	317
Total current assets	----- 2,654 -----
Property and equipment, at cost:	
Data processing equipment	3,245
Office furniture	551
Leasehold improvements	189
Total property and equipment	----- 3,985
Less accumulated depreciation and amortization	(3,842)
Property and equipment, net	----- 143 -----
Other assets:	
Capitalized software costs, net of amortization of \$13,566	3,279
Goodwill	4,600
Note receivable from officer	134
Other assets	3
Total Assets	----- 10,813 =====

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Liabilities and Stockholders' Deficit:

Current liabilities:	
Accounts payable	339
Accrued expenses	913
Deferred revenue	3,423
Current portion of long term debt with related party	608
	-----
Total current liabilities	5,283
Long-term liabilities:	
Long term debt with related party, less current portion	12,947
	-----
Total liabilities	18,230
	-----
Commitments and Contingencies (Note J)	
Stockholders' deficit:	
Common stock, \$.10 par value; authorized 20,000,000 shares; issued 12,213,236	1,221

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Capital in excess of par value	18,037
Accumulated deficit	(26,381)
Accumulated other comprehensive income (loss)	(294)
	-----
Total stockholders' deficit	(7,417)
	-----
Total Liabilities and Stockholders' Deficit	\$ 10,813
	=====

The accompanying notes are an integral part of the consolidated financial statements.

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SOFTECH, INC.  
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS'  
DEFICIT AND COMPREHENSIVE LOSS  
For Fiscal Years Ended May 31,

	2006	2005
	-----	-----
(in thousands, except share data)		
Common Stock:		
Balance at beginning of year	\$ 1,220	\$ 1,274
Reclass of treasury shares	--	(54)
Shares issued	1	--
	-----	-----
Balance at end of year	1,221	1,220
	-----	-----
Capital in Excess of Par Value:		
Balance at beginning of year	18,037	19,544
Reclass of treasury shares	--	(1,507)
Shares issued	--	--
	-----	-----
Balance at end of year	18,037	18,037

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Accumulated Deficit:		
Balance at beginning of year	(25,049)	(23,624)
Net loss	(1,332)	(1,425)
Balance at end of year	(26,381)	(25,049)
Accumulated other comprehensive income (loss):		
Balance at beginning of year	(283)	(231)
Foreign currency translation adjustments	(11)	(52)
Balance at end of year	(294)	(283)
Total stockholders' deficit at end of year	\$ (7,417)	\$ (6,075)
Comprehensive Loss		
Net loss	\$ (1,332)	\$ (1,425)
Foreign currency translation adjustments	(11)	(52)
Total comprehensive loss	\$ (1,343)	\$ (1,477)

The accompanying notes are an integral part of the consolidated financial statements.

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SOFTECH, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
For Fiscal Years Ended May 31,

	2006	2005
	-----	-----
(in thousands)		
Cash flows from operating activities:		
Net loss	\$ (1,332)	\$ (1,425)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	1,936	2,533
Change in operating assets and liabilities:		
Accounts receivable	(39)	557
Prepaid expenses and other assets	31	8
Accounts payable and accrued expenses	(1)	(312)
Deferred revenue	(596)	78
Total adjustments	1,331	2,864
Net cash (used in) provided by operating activities	(1)	1,439
Cash flows from investing activities:		
Payments for WTC shares tendered during this period	(18)	(197)
Capital expenditures	(39)	(57)
Net cash used in investing activities	(57)	(254)



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	-----	-----
Cash flows from financing activities:		
Borrowings under Greenleaf debt agreements	2,100	1,500
Repayments under Greenleaf debt agreements	(1,746)	(2,509)
	-----	-----
Net cash (used in) provided by financing activities	354	(1,009)
	-----	-----
Effect of exchange rates on cash	(15)	(52)
	-----	-----
Net increase in cash and cash equivalents	281	124
Cash and cash equivalents, beginning of year	399	275
	-----	-----
Cash and cash equivalents, end of year	\$ 680	\$ 399
	=====	=====

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### Supplemental disclosures of cash flow information:

Interest paid	\$ 1,186	\$ 892
Income taxes paid	\$ 10	\$ 11

The accompanying notes are an integral part of the consolidated financial statements.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### A. DESCRIPTION OF THE BUSINESS AND BASIS OF PRESENTATION

SofTech, Inc. (the "Company") was formed in Massachusetts on June 10, 1969. The Company had an initial public offering in August 1981 and a subsequent offering in December 1982. The Company is engaged in the development, marketing, distribution and support of computer software solutions that serve the Product Lifecycle Management ("PLM") industry. These solutions include software technology offerings for Computer Aided Design ("CAD"), Computer Aided Manufacturing ("CAM") as well as Product Data Management and Collaboration ("PDM") technologies, all of which fit under the broadly defined PLM industry. The Company's operations are organized geographically with European sales and customer support offices in France, Germany and Italy.

The consolidated financial statements of the Company include the accounts of SofTech, Inc. and its wholly-owned subsidiaries, Information Decisions, Inc. ("IDI"), Workgroup Technology Corporation ("WTC") acquired in December 2002, SofTech Technologies Ltd., SofTech, GmbH, Adra Systems, Srl, Adra Systems, Sarl, Compass, Inc. ("COMPASS"), System Constructs, Inc. ("SCI"), SofTech Investments, Inc. ("SII"), RAM Design and Graphics Corp. ("RAM"), AMG Associates, Inc. ("AMG") and SofTech Acquisition Corporation. SCI, SII, RAM, AMG and SofTech Technologies Ltd. are all inactive subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

### B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### USE OF ESTIMATES:

The preparation of financial statements in conformity with accounting principles

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generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The most significant estimates included in the financial statements pertain to revenue recognition, the allowance for doubtful accounts receivable, the valuation of long term assets including intangibles (goodwill, capitalized software costs and other intangible assets) and deferred tax assets. Actual results could differ from those estimates.

### CASH AND CASH EQUIVALENTS:

The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents. Cash held in foreign bank accounts at May 31, 2006 totaled \$348,000.

### CONCENTRATION OF RISK:

The Company believes there is no concentration of risk with any single customer or small group of customers whose failure or nonperformance would materially affect the Company's results. No customer exceeds ten percent of net sales. The Company generally does not require collateral on credit sales. Management evaluates the creditworthiness of customers prior to delivery of products and services and provides allowances at levels estimated to be adequate

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to cover any potentially uncollectible accounts. Bad debts are written off against the allowance when identified. The changes in the accounts receivable reserve are as follows:

For the Years Ended May 31,	Balance, Beginning of Period	Charged to Costs and Expenses	Bad Debt Write-offs	Balance, End of Period
2005	\$101,000	--	\$ 56,000	\$ 45,000
2006	45,000	23,000	42,000	26,000

### PROPERTY AND EQUIPMENT:

Property and equipment is stated at cost. The Company provides for depreciation and amortization on a straight-line basis over the following estimated useful lives:

Data processing equipment	2-5 years
Office furniture	5-10 years
Leasehold improvements	Lesser of useful life or life of lease

Depreciation expense, including amortization of assets under capital lease, was approximately \$64,000 and \$93,000, for fiscal 2006 and 2005, respectively.

Maintenance and repairs are charged to expense as incurred; betterments are capitalized. At the time property and equipment are retired, sold, or otherwise disposed of, the related costs and accumulated depreciation are removed from the accounts. Any resulting gain or loss on disposal is credited or charged to income.

### INCOME TAXES:

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The provision for income taxes is based on the earnings or losses reported in the consolidated financial statements. The Company recognizes deferred tax liabilities and assets for the expected future tax consequences of events that have been recognized in the Company's financial statements or tax returns. Deferred tax liabilities and assets are determined based on the difference between the financial statement carrying amounts and tax bases of assets and liabilities using enacted tax rates in effect in the years in which the differences are expected to reverse. The Company provides a valuation allowance against deferred tax assets if it is more likely than not that some or all of the deferred tax assets will not be realized.

### REVENUE RECOGNITION:

The Company has adopted the provisions of Statement of Position No. 97-2, "Software Revenue Recognition" (SOP 97-2) as amended by SOP No. 98-9, "Modification of SOP 97-2, Software Revenue Recognition with Respect to Certain Transactions" (SOP 98-9) in recognizing revenue from software transactions. Revenue from software license sales are recognized when persuasive evidence of an arrangement exists, delivery of the product has been made, and a fixed fee and collectibility has been determined. The Company does not provide for any right of return nor do any exist. For multiple element arrangements, total fees are allocated to each of the elements using the residual method set forth in SOP 98-9. Revenue from customer maintenance support

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agreements is deferred and recognized ratably over the term of the agreements, typically one year. Revenue from engineering, consulting and training services is recognized as those services are rendered using a proportional performance model.

### CAPITALIZED SOFTWARE COSTS AND RESEARCH AND DEVELOPMENT:

The Company capitalizes certain costs incurred to internally develop and/or purchase software that it then licenses to customers. Capitalization of internally developed software begins upon the establishment of technological feasibility. Costs incurred prior to the establishment of technological feasibility are expensed as incurred. Purchased software is recorded at cost. The Company evaluates the realizability and the related periods of amortization on a regular basis. Such costs are amortized over estimated useful lives ranging from three to ten years. The Company did not capitalize any internally developed software in fiscal 2005 or 2006. Substantially all of the recorded balance represents software acquired from third parties. Amortization expense related to capitalized software costs for the year ended May 31, 2006 and 2005 was \$1,872,000 and \$ 2,075,000, respectively.

Research and development expense for the years ended May 31, 2006 and 2005 was \$2,816,000 and \$2,720,000, respectively.

### GOODWILL:

Effective June 1, 2002, the Company adopted the provisions of SFAS No. 142, "Goodwill and Other Intangible Assets". This statement requires that goodwill existing at the date of adoption be reviewed for possible impairment and that impairment tests be periodically repeated, with impaired assets written down to fair value. Additionally, existing goodwill and intangible assets must be assessed and classified within the statement's criteria. Intangible assets with finite useful lives continue to be amortized over those periods. Amortization of goodwill ceased as of May 31, 2002.

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As of May 31, 2006, the Company conducted its annual impairment test of goodwill by comparing fair value to the carrying amount of its underlying assets and liabilities. The Company determined that the fair value exceeded the carrying amount of the assets and liabilities, therefore no impairment existed as of the testing date.

### LONG-LIVED ASSETS:

The Company periodically reviews the carrying value of all intangible (primarily capitalized software costs and other intangible assets) and other long-lived assets. If indicators of impairment exist, the Company compares the undiscounted cash flows estimated to be generated by those assets over their estimated economic life to the related carrying value of those assets to determine if the assets are impaired. If the carrying value of the asset is greater than the estimated undiscounted cash flows, the carrying value of the assets would be decreased to their fair value through a charge to operations. The Company does not have any long-lived assets it considers to be impaired.

### FINANCIAL INSTRUMENTS:

The Company's financial instruments consist of cash, accounts receivable, notes receivable, accounts payable, and short and long term debt. The Company's estimate of the fair value of these financial instruments approximates their carrying amounts at May 31, 2006. The interest rate on the Company's debt

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facilities are variable and fluctuate with changes in the prime rate. In addition, the Company considers the premium in excess of the prime rate on its debt facilities to be reasonable based on the Company's revenue, current cash flow and near term prospects. For these reasons the Company considers the fair value of the debt to approximate the carrying value.

The Company sells its products to a wide variety of customers in numerous industries. A large portion of the Company's revenue is derived from customers for which the Company has an existing relationship and established credit history. For new customers for which the Company does not have an established credit history, the Company performs evaluations of the customer's credit worthiness prior to accepting an order. The Company does not require collateral or other security to support customer receivables. The Company's provision for uncollectible accounts has been nominal for both fiscal year 2006 and 2005.

### FOREIGN CURRENCY TRANSLATION:

The functional currency of the Company's foreign operations (England, France, Germany and Italy) is the local currency. As a result, assets and liabilities are translated at period-end exchange rates and revenues and expenses are translated at the average exchange rates. Adjustments resulting from translation of such financial statements are classified in accumulated other comprehensive loss. Foreign currency gains and losses arising from transactions were included in operations in fiscal 2006 and 2005, but were not significant.

### COMPREHENSIVE INCOME:

Financial Accounting standards No. 130, "Reporting Comprehensive Income" ("SFAS 130") requires the reporting of comprehensive income in addition to net income from operations. Comprehensive income is a more inclusive reporting methodology that includes disclosure of certain financial information that historically has not been recognized in the calculation of net income. To date, the Company's comprehensive income items include foreign translation adjustments and

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unrealized gains and losses on marketable securities. Comprehensive income has been included in the consolidated Statement of Changes in Stockholder's Deficit and Comprehensive Loss for all periods.

### NET INCOME (LOSS) PER COMMON SHARE:

The basic and diluted weighted average shares outstanding used in the computation of basic and diluted earnings per share calculated in accordance with Statement of Financial Accounting Standards (SFAS) No. 128, "Earnings per Share" were 12,205,455 and 12,205,236 during fiscal years 2006 and 2005, respectively.

After the application of assumed proceeds, options to purchase shares of common stock of 130,128 and 138,256, respectively, have been excluded from the denominator for the computation of diluted earnings per share in fiscal 2006 and 2005, respectively, because their inclusion would be antidilutive.

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### STOCK BASED COMPENSATION:

The Company applies Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," and related interpretations in accounting for its stock option plans. Because the number of shares is known and the exercise price of options granted has been equal to fair value at date of grant, no compensation expense has been recognized in the statements of operations. The Company has adopted the disclosure-only provisions of SFAS No. 123, "Accounting for Stock-Based Compensation" and SFAS No. 148 "Accounting for Stock-Based Compensation - An Amendment of SFAS No. 123." Had compensation cost for the Company's stock option plans been determined based on the fair value at the grant date for awards under these plans, consistent with the methodology prescribed under SFAS 123, the Company's net loss and loss per share at May 31 would have approximated the pro forma amounts indicated below:

(in thousands, except per share data)	2006	2005
Net loss - as reported	\$ (1,332)	\$ (1,425)
Stock based compensation expense determined under fair value based method	(3)	(10)
	-----	-----
Net loss - pro forma	(1,335)	(1,435)
	=====	=====
Loss per share - diluted - as reported	(.11)	(.12)
Loss per share - diluted - pro forma	(.11)	(.12)

There were no options granted in fiscal 2006.

The effects of applying SFAS 123 in this pro forma disclosure may not be indicative of future amounts.

### NEW ACCOUNTING PRONOUNCEMENTS:

In December 2004, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 123R, "Share-Based Payment," which is a revision of SFAS No. 123, "Accounting for Stock-Based Compensation". SFAS No. 123(R) supersedes APB Opinion No. 25, "Accounting for Stock Issued to Employees", and amends SFAS No. 95, "Statement of Cash Flows". Generally, the approach in SFAS No. 123(R) is similar to the approach described in SFAS No. 123. However, SFAS No. 123(R) requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. Pro forma disclosure is no longer an

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alternative. SFAS No. 123(R) is effective for public companies that file as small business issuers for annual periods beginning after December 15, 2005. Management does not expect that the adoption of this standard will have a material effect on the Company's financial position, results of operations or cash flows.

In December 2004, the FASB issued Statement of Financial Accounting Standards No. 153, "Exchange of Nonmonetary Assets, an Amendment of APB Opinion No. 29, "Accounting for Nonmonetary Transactions." SFAS No. 153 is based on the principle that exchange of nonmonetary assets should be measured based on the fair market value of the assets exchanged. SFAS No. 153 eliminates the exception of nonmonetary exchanges of similar productive assets and replaces it with a general exception for exchanges of nonmonetary assets that do not have commercial substance. SFAS 153 is effective for nonmonetary asset exchanges in fiscal periods beginning after June 15, 2005. Management does not expect that the adoption of this

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standard will have a material effect on the Company's financial position, results of operations or cash flows.

In May 2005, the FASB issued Statement of Financial Accounting Standards No. 154 "Accounting Changes and Error Corrections," which replaces APB Opinion No. 20 "Accounting Changes," and FASB Statement No. 3 "Reporting Accounting Changes in Interim Financial Statements," and changes the requirements for the accounting for and reporting of a change in accounting principle. SFAS No. 154 requires retrospective application to prior periods' financial statements of changes in accounting principle, unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. SFAS No. 154 shall be effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. Early adoption is permitted for accounting changes and corrections of errors made in fiscal years beginning after the date SFAS No. 154 was issued. Management does not expect that the adoption of this standard will have a material effect on the Company's financial position, results of operations or cash flows.

In May 2005, the FASB issued SFAS No. 154, Accounting Changes and Error Corrections - A Replacement of APB Opinion No. 20 and FASB Statement No. 3. SFAS No. 154 replaces APB Opinion No. 20, Accounting Changes, and FASB Statement No. 3, Reporting Accounting Changes in Interim Financial Statements, and changes the requirements for the accounting for and reporting of a change in accounting principle. This Statement applies to all voluntary changes in accounting principle. It also applies to changes required by an accounting pronouncement in the unusual instance that the pronouncement does not include specific transition provisions. SFAS No. 154 is effective for fiscal years beginning after December 15, 2005. The Company will adopt SFAS No. 154 as of the effective date. Management does not expect that the adoption of this standard will have a material effect on the Company's financial position, results of operations or cash flows.

In July 2006, the Financial Accounting Standards Board ("FASB") issued Financial Accounting Standards Interpretation No. 48 ("FIN 48"), "Accounting for Uncertainty in Income Taxes". FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprises' financial statements in accordance with FASB Statement No. 109, "Accounting for Income Taxes". FIN 48 prescribes a recognition threshold and measurement attributable for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 is effective for fiscal years beginning after December 15, 2006. Management does not expect that the adoption of this standard will have a material effect on the Company's financial position, results of operations or

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cash flows.

TREASURY STOCK

As of June 2004, Massachusetts law changed eliminating treasury stock from balance sheets. As a result of this change, effective June 1, 2004 we have transferred the 538,300 treasury shares at par value to the Common Stock account to reflect the fact that these shares are no longer considered outstanding. In addition, a reclass entry totaling \$1,507,000 was made to the Additional Paid in capital account to reflect the difference between the total amount paid for those treasury shares and the par value of the shares.

RECLASSIFICATIONS:

Certain amounts in fiscal 2005 have been reclassified to conform with the presentation in fiscal 2006. This reclassification had no impact on the net loss or cash flow reported.

C. LIQUIDITY

The Company generated no cash flow from operations in fiscal 2006 but generated a total of \$2.6 million of cash from operations during fiscal years 2002 through 2005 after restructuring its operation at the beginning of fiscal 2002. The fiscal 2002 restructuring was necessitated by significant cash losses from operations for four consecutive fiscal years from 1998 through 2001 which totaled approximately \$4.5 million.

While the improved performance detailed above represents significant operational improvement, the Company remains a highly leveraged operation that is dependent on cash flow from operations and its debt facilities with Greenleaf Capital to fund operations.

Although the Company believes its current cost structure together with reasonable revenue run rates based on historical performance will generate positive cash flow through at least fiscal 2007, the current economic environment especially in the manufacturing sector makes forecasting revenue based on historical models difficult and somewhat unreliable. The Company is continuing to seek out market opportunities by expanding the reach of its technology to new markets to grow its revenue base.

D. INCOME TAXES:

The provision (benefit) for income taxes includes the following:

For Years ended May 31, (in thousands)	2006	2005
-----		
Current:		
Federal	\$ --	\$ --
Foreign	--	--
State and Local	10	10
	----	----
	10	10
Deferred	--	--
	----	----
	\$ 10	\$ 10
	=====	=====

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The domestic and foreign components of loss from operations before income taxes of the consolidated companies were as follows (in thousands):

	2006	2005
Domestic	\$ (1,165)	\$ (1,231)
Foreign	(167)	(194)
	\$ (1,332)	\$ (1,425)

At May 31, 2006, the Company had net operating loss carryforwards of \$19.8 million that begin expiring in 2013, and are available to reduce future taxable income. The Company also has an alternative minimum tax credit carryforward of approximately \$200,000 that has no expiration date was available as of May 31, 2006.

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The Company's effective income tax rates can be reconciled to the federal statutory income tax rate as follows:

For the Years ended May 31,	2006	2005
Statutory rate	(34)%	(34)%
Valuation reserve	34	34
	---	---
Effective tax rate	0%	0%

Deferred tax assets (liabilities) were comprised of the following at May 31:

(in thousands)	2006	2005
Deferred tax assets (liabilities):		
Net operating loss carryforwards	\$ 6,776	\$ 6,240
Tax credit carryforwards	200	846
Receivable allowances	1	15
Vacation pay accrual	22	40
Other accruals	70	130
Depreciation	(3)	(8)
Differences in book and tax basis of assets of acquired businesses	3,365	3,302
	10,431	10,565
Deferred tax assets	10,431	10,565
Less: valuation allowance	(10,431)	(10,565)
	\$ 0	\$ 0
Net deferred tax assets recognized	\$ 0	\$ 0

Due to the uncertainties regarding the realization of certain favorable tax attributes in future tax returns, the Company has established a valuation reserve against the otherwise recognizable net deferred tax assets. Changes in the valuation reserve impacted deferred tax expense as follows: fiscal 2006 \$134,000 and fiscal 2005 \$(587,000).

#### E. EMPLOYEE RETIREMENT PLANS:

The Company had maintained two Internal Revenue Code Section 401(k) plans covering substantially all U.S. based employees since the acquisition of WTC in



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December 2002. Effective September 1, 2005, the WTC 401(k) Plan was merged into the SofTech 401(k) Plan. The Plan covers substantially all of the U.S. SofTech employees and offers an employer match of a portion of an employee's voluntary contributions. The aggregate expense related to this employer match for fiscal 2006 and 2005 was \$91,000 and \$82,000, respectively.

### F. EMPLOYEE STOCK PLANS:

The Company's 1994 Stock Option Plan (the "1994 Plan") provides for the granting of both incentive and non-qualified options. Incentive stock options granted under the Plan have an exercise price not less than fair market value of the stock at the grant date and have vesting schedules as determined by the Company's Board of Directors. The Plan permits the granting of non-qualified options at exercise prices and vesting schedules as determined by the Board of

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Directors. The 1994 Plan calls for the adjustment of option exercise prices to reflect equity transactions such as stock issuances, dividend distributions and stock splits.

Information for fiscal 2005 and 2006 with respect to this plan is as follows:

Stock Options	Number of Shares	Weighted Average Option Price
Outstanding at May 31, 2004	406,000	\$ .68
Options granted	--	--
Options terminated	--	--
Options lapsed	(50,000)	1.38
Options exercised	--	--
Outstanding at May 31, 2005	356,000	\$ .68
Options granted	--	--
Options terminated	--	--
Options lapsed	(25,000)	.76
Options exercised	(8,000)	.09
Outstanding at May 31, 2006	323,000	\$ .58

There were no shares available for issuance as of May 31, 2006.

The following table summarizes information about stock options outstanding at May 31, 2006 under the 1994 Plan:

Options Outstanding			Options Exercisable		
Exercise Price Range	Options Outstanding at May 31, 2006	Weighted Average Contractual Remaining Life	Weighted Average Exercise Price	Options Exercisable at May 31, 2006	Weighted Average Exercise Price
\$ .09 to \$ .26	241,000	5.53 years	\$ .11	181,200	\$ .11
\$1.03 to \$1.69	29,000	3.74 years	1.23	29,000	1.23
\$1.88 to \$2.06	44,000	1.29 years	1.92	44,000	1.92
\$4.63	9,000	1.88 years	4.63	9,000	4.63

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Total	----- 323,000 =====	----- \$ .58 =====	----- 263,200 =====	----- \$ .81 =====
-------	---------------------------	--------------------------	---------------------------	--------------------------

In 1998, the Company adopted an Employee Stock Purchase Plan, under which all employees of the Company and certain of its subsidiaries who meet certain minimum requirements will be able to purchase shares of SofTech common stock through payroll deductions. The purchase price per share is 85% of the fair market value of the common stock on the Offering Date or the Exercise Date, whichever is less. As of May 31, 2006, 150,000 shares of SofTech common stock were available for sale to employees under the plan. No shares have been issued under this Employee Stock Purchase Plan.

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G. SEGMENT INFORMATION:

The Company operates in one reportable segment and is engaged in the development, marketing, distribution and support of CAD/CAM and Product Data Management ("PDM") computer solutions. The Company's operations are organized geographically with foreign offices in England, France, Germany and Italy. Components of revenue and long-lived assets (consisting primarily of intangible assets, capitalized software and property, plant and equipment) by geographic location, are as follows (in thousands):

	2006 -----	2005 -----
Revenue:		
North America	\$ 9,755	\$ 9,333
Asia	1,197	1,109
Europe	2,360	2,506
Eliminations	(834)	(828)
Consolidated Total	\$ 12,478 =====	\$ 12,120 =====

	2006 -----
Long-Lived Assets:	
North America	\$ 8,004
Europe	155
Consolidated Total	\$ 8,159 =====

Foreign revenue is based on the country in which the sale originates. Revenue from Germany was 11% of total consolidated revenue in fiscal years 2006 and 2005. No other customer or foreign country accounted for 10% or more of total revenue in fiscal 2006 or 2005.

H. DEBT OBLIGATION WITH RELATED PARTY:

Debt obligations of the Company consist of the following obligations at May 31, 2006 (in thousands):

\$15,000 Promissory Note	\$ 11,822
\$3,000 Revolving Line of Credit	1,733 -----

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	13,555
Less current portion	(608)
	-----
	\$ 12,947
	=====

During fiscal 2000, the Company entered into a \$11 million borrowing arrangement ("Promissory Note") with Greenleaf Capital ("Greenleaf"). On November 8, 2002, the Company amended the Promissory Note. Under the amended agreement the Company increased its borrowing from \$11.0 million to \$15.0 million. In addition, the interest rate was reduced from 9.75% to Prime Rate plus 3.0%. During fiscal 2006 the rate has increased following changes in the prime rate. Effective April 12, 2006, the most recent interest rate change, the interest rate was adjusted to 10.0%

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to reflect the increase in the prime rate. Principal and interest is payable monthly and the Promissory Note has a 15-year loan amortization with the remaining principal of approximately \$11,310,000 due in a single payment in June 2007. The Promissory Note expires on June 12, 2007.

In addition, the Company has a \$3.0 million Revolving Line of Credit with Greenleaf. This facility is used to supplement cash flows from operations to meet the Company's short term capital needs. Amounts borrowed under this facility are due annually in June unless otherwise extended. As discussed further below, the due date of the revolving line of credit was extended subsequent to year end.

During fiscal year 2000, the Company entered into a debt conversion agreement with Greenleaf. Under the terms of this agreement the Company has the right to repurchase up to 4,054,424 shares at the average price of \$1.233 per share. There is no expiration to this repurchase right.

On June 1, 2006, the Company and Greenleaf agreed to extend the due date on the revolving line of credit to June 2007. Annual maturities of debt obligations for fiscal years ended May 31, as amended, are as follows: 2007 - \$608,000 and 2008 - \$12,947,000.

I. RELATED PARTY TRANSACTIONS:

The Company is dependent upon Greenleaf for all of its funding needs. The Company currently funds its operations through a \$3.0 million Line of Credit facility as described in Note H above that expires annually in June. In addition, the Company has a senior credit facility with Greenleaf as described in Note H above. Greenleaf's President serves as the Chairman of the Board for the Company. In addition, Greenleaf provides advisory services and its President and its CFO serve as Board members to the Company. Greenleaf is the Company's largest shareholder owning approximately 45% of its outstanding shares. The Company paid Greenleaf a management fee of approximately \$443,000 in fiscal 2006 and \$325,000 in fiscal 2005 in exchange for these services. The Greenleaf management and advisory fee has been included in SG&A expense.

William D. Johnston, a director of SofTech since September 1996, is the sole principal and the President of Greenleaf. Management recommended and the Board of Directors, other than Mr. Johnston who abstained from such vote, unanimously approved all transactions with Greenleaf.

J. LEASE COMMITMENTS:

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OPERATING LEASES

The Company conducts its operations in office facilities leased through October 2008. Rental expense for fiscal years 2006 and 2005 was approximately \$469,000 and \$428,000, respectively.

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At May 31, 2006, minimum annual rental commitments under noncancellable leases were as follows:

Fiscal Year	Gross Commitment
-----	-----
2007	\$ 484,000
2008	282,000
2009	26,000

In December 2002 the Company extended its lease for office space at its headquarters in Massachusetts through 2008. As part of that extension, the Company provided the lessor with a letter of credit for \$390,000 from a commercial bank. In addition, the lessor assumed the Company's financial obligations for an abandoned office lease in Massachusetts that had previously been utilized by WTC prior to the Company's acquisition of that company. The benefits derived from the lessor's assumption of this obligation have been treated as a marketing concession and will reduce rent expense over the life of the lease extension.

K. NOTE RECEIVABLE FROM OFFICER:

The President of the Company has been extended a non-interest bearing note in the amount of \$134,000 related to a stock transaction in May 1998. The note is partially secured by all Company shares and stock options held by that officer. The Company has accounted for the note as a fixed arrangement.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SofTech, Inc.

By /S/ Joseph P. Mullaney  
-----  
Joseph P. Mullaney, President and COO

Date: August 29, 2006

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
-----------	-------	------

