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SOFTECH INC
Form 10QSB
April 16, 2007

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SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-QSB

QUARTERLY REPORT UNDER SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarter Ended
February 28, 2007

Commission File Number
0-10665

SOFTECH, INC.

State of Incorporation
Massachusetts

IRS Employer Identification
04-2453033

2 Highwood Drive, Tewksbury, MA 01876
Telephone (978) 640-6222

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 /X/ No / /

The number of shares outstanding of registrant's common stock at March 30, 2007 was 12,213,236 shares.

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SOFTECH, INC.

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PART I. FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS
SOFTECH, INC. AND SUBSIDIARIES

CONSOLIDATED CONDENSED BALANCE SHEETS

| | (dollars in thousands) | |
|---------------------------------|------------------------|-----------------|
| | February 28, 2007 | May 31, 2006 |
| | ----- | ----- |
| ASSETS | | |
| Cash and cash equivalents | \$ 626 | \$ 680 |
| Accounts receivable, net | 2,480 | 1,657 |
| Prepaid and other assets | 361 | 317 |
| | ----- | ----- |
| Total current assets | 3,467 | 2,654 |
| | ----- | ----- |
| Property and equipment, net | 234 | 143 |
| Capitalized software costs, net | 2,217 | 3,279 |
| Goodwill, net | 4,600 | 4,600 |
| Notes receivable | 134 | 134 |

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| | | |
|---|-----------|-----------|
| Other assets | 2 | 3 |
| | ----- | ----- |
| TOTAL ASSETS | \$ 10,654 | \$ 10,813 |
| | ===== | ===== |
| LIABILITIES AND STOCKHOLDERS' DEFICIT | | |
| Accounts payable | \$ 349 | \$ 339 |
| Accrued expenses | 905 | 913 |
| Deferred maintenance revenue | 3,637 | 3,423 |
| Current portion of long term debt | 608 | 608 |
| | ----- | ----- |
| Total current liabilities | 5,499 | 5,283 |
| | ----- | ----- |
| Long-term debt, net of current portion | 13,681 | 12,947 |
| | ----- | ----- |
| Stockholders' deficit | (8,526) | (7,417) |
| | ----- | ----- |
| TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT | \$ 10,654 | \$ 10,813 |
| | ===== | ===== |

See accompanying notes to consolidated condensed financial statements.

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SOFTECH, INC. AND SUBSIDIARIES

CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS

| | | |
|---------------|--|--------|
| | (in thousands, except for per share amounts) | |
| | Three Months Ended | |
| | ----- | ----- |
| | February 28, | Februa |
| | 2007 | 20 |
| | ----- | ----- |
| Revenue | | |
| Products | \$ 788 | \$ |
| Services | 2,063 | 2 |
| | ----- | ----- |
| Total revenue | 2,851 | 2 |

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| | | |
|--|-----------|-------|
| Cost of products sold: materials | 28 | |
| Cost of product sold: amortization of capitalized software costs | 354 | |
| Cost of services provided | 433 | |
| | ----- | ----- |
| Gross margin | 2,036 | 2 |
| Research and development expenses | 489 | |
| Selling, general and administrative | 1,291 | 1 |
| | ----- | ----- |
| Income (Loss) from operations before interest expense | 256 | |
| Interest expense | 372 | |
| | ----- | ----- |
| Net loss | \$ (116) | \$ |
| | ===== | ===== |
| Basic and diluted net loss per common share | \$ (0.01) | \$ (|
| Weighted average common shares outstanding | 12,213 | 12 |

See accompanying notes to consolidated condensed financial statements.

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SOFTECH, INC. AND SUBSIDIARIES

CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS

(in thousands, except for per s
Nine Months Ended

| | | |
|---------------|--------------|-------|
| | February 28, | Febru |
| | 2007 | 200 |
| | ----- | ----- |
| Revenue | | |
| Products | \$ 1,935 | \$ 2 |
| Services | 6,418 | 6 |
| | ----- | ----- |
| Total revenue | 8,353 | 9 |

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| | | |
|---|------------|-------|
| Cost of products sold: materials | 67 | |
| Cost of product sold: amortization of capitalized software costs and other intangible assets | 1,062 | 1 |
| Cost of services provided | 1,211 | 1 |
| | ----- | ----- |
| Gross margin | 6,013 | 6 |
| Research and development expenses | 1,714 | 2 |
| Selling, general and administrative | 4,297 | 4 |
| | ----- | ----- |
| Income (Loss) from operations before interest expense | 2 | |
| Interest expense | 1,079 | |
| | ----- | ----- |
| Net loss | \$ (1,077) | \$ (1 |
| | ===== | ===== |
| Basic and diluted net loss per common share | \$ (0.09) | \$ (|
| Weighted average common shares outstanding | 12,213 | 12 |

See accompanying notes to consolidated condensed financial statements.

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SOFTECH, INC. AND SUBSIDIARIES

CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS

| | |
|---|-------------------------|
| | (dollars in Nine Mon |
| | ----- |
| | February 28, 2007 |
| | ----- |
| Cash flows from operating activities: | |
| Net loss | \$ (1,077) |
| | ----- |
| Adjustments to reconcile net loss to net cash used by operating activities: | |
| Depreciation and amortization | 1,097 |
| Change in current assets and liabilities: | |
| Accounts receivable | (823) |
| Prepaid expenses and other assets | (43) |

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| | |
|---|--------|
| Accounts payable and accrued expenses | 2 |
| Deferred maintenance revenue | 214 |
| | ----- |
| Total adjustments | 447 |
| | ----- |
| Net cash used by operating activities | (630) |
| | ----- |
| Cash flows used by investing activities: | |
| Capital expenditures | (135) |
| | ----- |
| Net cash used by investing activities | (135) |
| | ----- |
| Cash flows from financing activities: | |
| Borrowings under line of credit agreements, net | 734 |
| | ----- |
| Net cash provided by financing activities | 734 |
| | ----- |
| Effect of exchange rates on cash | (23) |
| | ----- |
| Decrease in cash and cash equivalents | (54) |
| Cash and cash equivalents, beginning of period | 680 |
| | ----- |
| Cash and cash equivalents, end of period | \$ 626 |
| | ===== |

See accompanying notes to consolidated condensed financial statements.

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SOFTECH, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

- (A) The consolidated condensed financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission from the accounts of SofTech, Inc. and its wholly owned subsidiaries (the "Company") without audit; however, in the opinion of management, the information presented reflects all adjustments which are of a normal recurring nature and elimination of intercompany transactions which are necessary to present fairly the Company's financial position and results of operations. It is recommended that these consolidated condensed financial statements be read in conjunction with the financial statements and the notes thereto

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included in the Company's fiscal year 2006 Annual Report on Form 10-KSB.

(B) SIGNIFICANT ACCOUNTING POLICIES

REVENUE RECOGNITION

The Company follows 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 is 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. 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, typically one year. Revenue from engineering, consulting and training services, primarily performed on a time and material basis, is recognized as those services are rendered.

CAPITALIZED SOFTWARE COSTS AND RESEARCH AND DEVELOPMENT:

The Company capitalizes certain costs incurred to internally develop and/or purchase software that is licensed 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 during the three and nine month periods ended February 28, 2007 or 2006. Substantially all of the recorded balance represents software acquired from third parties. Amortization expenses related to capitalized software costs for the three and nine month periods ended February 28, 2007 were \$354,000 and \$1,062,000, respectively, as compared to \$354,000 and \$1,518,000 for the same periods in the prior fiscal year.

ACCOUNTING FOR 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 ceased as of May 31, 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.

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SOFTECH, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

LONG-LIVED ASSETS:

The Company periodically reviews the carrying value of all intangible assets with a finite life (primarily capitalized software costs) 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.

STOCK BASED COMPENSATION

Effective June 1, 2006, the Company adopted the provisions of Statement of Financial Accounting Standards ("SFAS") No. 123 (Revised 2004), Share-Based Payment, ("SFAS 123R") which requires all share-base payments to employees, including grants of employee stock options, to be recorded as expense in the statement of operations based on their fair value.

To adopt SFAS 123(R), we selected the modified prospective transition method. This method requires recording compensation expense prospectively over the remaining vesting period of the stock options on a straight-line basis using the fair value of the options on the date of the grant. It does not require restatement of financial results for the prior period expense related to stock option awards that were outstanding prior to adoption. The expense recorded from adoption of this Statement in the current quarter was nominal.

We calculated the fair value of the options using the Black-Scholes model. The assumptions used to value the previous grants were as follows:

| | |
|-------------------------------------|---------------|
| Expected Life | 5 Years |
| Assumed annual dividend growth rate | 0% |
| Expected volatility | 1.12% |
| Risk free interest rate | 2.68% - 3.35% |

Prior to adoption, the Company followed SFAS 123, Accounting for Stock Based Compensation, as amended by SFAS No. 148, Accounting for Stock-Based Compensation Transition and Disclosure, an amendment to SFAS Statement No. 123, which required entities to recognize as expense over the vesting period the fair value of stock-based awards on the date of grant or measurement date. For employee stock-based awards, however, SFAS Nos. 123 and 148 allowed entities to continue to apply the intrinsic value method under the provisions of Accounting Principles Board ("APB") Opinion No. 25 and provide pro forma net earnings disclosures as if the fair-value based method defined in SFAS No. 123 had been applied. The Company elected to apply the provisions of APB No. 25 and provide the pro forma disclosures of SFAS Nos. 123 and 148 for periods as required prior to June 1, 2006. Had compensation cost for the Company's stock option plans been determined based on the

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fair value at the grant date for awards under these plans, consistent with the methodology prescribed under SFAS 123, for the comparable periods in fiscal 2006, the Company's net loss and loss per share would have approximated the pro forma amounts indicated below:

| (in thousands, except per share data) | Three Month Period Ended February 28, 2006 |
|--|---|
| Net loss - as reported | \$ (116) |
| Stock-based compensation expense determined under fair value based method | - |
| Net loss - pro forma | (116) |
| Loss per share - diluted - as reported | (0.01) |
| Loss per share - diluted - pro forma | (0.01) |

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SOFTECH, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

| (in thousands, except per share data) | Nine Month Period Ended February 28, 2006 |
|--|--|
| Net loss - as reported | \$ (1,077) |
| Stock-based compensation expense determined under fair value based method | (2) |
| Net loss - pro forma | (1,079) |
| Loss per share - diluted - as reported | (0.09) |
| Loss per share - diluted - pro forma | (0.09) |

The Company's 1994 Stock Option Plan provided for the granting of stock options at an exercise price not less than fair market value of the stock on the date of the grant and with vesting schedules as determined by the Board of Directors. No new options could be granted under the Plan after fiscal 2004 but options granted prior to that time continue to vest.

The following table summarizes information for stock options outstanding and exercisable at February 28, 2007:

| NUMBER OF OPTIONS | WEIGHTED AVERAGE EXERCISE PRICE PER SHARE | WEIGHTED AVERAGE REMAINING CONTRACTUAL LIFE IN YEARS | AGGREGATE INTRINSIC VALUE |
|----------------------|---|--|------------------------------|
| ----- | | | |

Outstanding at May

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| | | | | |
|----------------------------------|----------|--------|------|------------|
| 31, 2006 | 323,000 | \$.58 | 4.65 | \$ 152,070 |
| Granted | - | - | | |
| Exercised | - | - | | |
| Forfeited or expired | (31,000) | \$.98 | | |
| Outstanding at February 28, 2007 | 292,000 | \$.60 | 4.15 | \$ 140,541 |
| Exercisable at February 28, 2007 | 258,200 | \$.66 | 3.95 | \$ 139,368 |

The following table summarizes the information related to non-vested stock option awards outstanding as of February 28, 2007:

| | NUMBER OF OPTIONS | WEIGHTED AVERAGE GRANT DATE FAIR VALUE PER SHARE |
|---------------------------------|-------------------|---|
| Non-vested at May 31, 2006 | 59,800 | \$.03 |
| Granted | - | |
| Vested | (23,000) | \$.04 |
| Forfeited | (3,000) | \$.21 |
| Non-vested at February 28, 2007 | 33,800 | \$.03 |

As of February 28, 2007, the remaining prospective pre-tax cost of non-vested stock option employee compensation was nominal and will be expensed on a pro rata basis going forward.

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SOFTECH, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

FOREIGN CURRENCY TRANSLATION:

The functional currency of the Company's foreign operations (France, Germany and Italy) is the Euro. 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 income (loss). Foreign currency gains and losses arising from transactions are included in the statement of operations.

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USE OF ESTIMATES:

The preparation of financial statements in conformity with accounting principles 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 are the valuation of long term assets including intangibles (goodwill, capitalized software and other intangible assets), deferred tax assets and the allowance for doubtful accounts. Actual results could differ from those estimates.

(C) LIQUIDITY

As of February 28, 2007, the Company had cash of \$626,000, a decrease of \$54,000 from May 31, 2006. Operating activities used \$630,000 of cash during the first nine months of the fiscal year and the Company borrowed \$734,000 in excess of its debt repayments from its line of credit. At February 28, 2007, the Company had available borrowings on its debt facilities of approximately \$2.4 million.

The Company believes its cost structure subsequent to the cost reduction actions during Q207 together with reasonable revenue run rates based on historical performance will generate positive cash flow during the remainder of fiscal 2007. The Company believes that the cash on hand together with cash flow from operations and its available borrowings under its credit facility will be sufficient for meeting its liquidity and capital resource needs for the next year.

(D) BALANCE SHEET COMPONENTS

Details of certain balance sheet captions are as follows (000's):

| | February 28, 2007 | May 31, 2006 |
|--|----------------------|-----------------|
| | ----- | ----- |
| Property and equipment | \$ 4,120 | \$ 3,985 |
| Accumulated depreciation and amortization | (3,886) | (3,842) |
| | ----- | ----- |
| Property and equipment, net | \$ 234 | \$ 143 |
| | ----- | ----- |
| Common stock, \$.10 par value | \$ 1,221 | \$ 1,221 |
| Capital in excess of par value | 18,037 | 18,037 |
| Accumulated deficit | (27,458) | (26,381) |
| Accumulated other comprehensive income | (326) | (294) |
| | ----- | ----- |
| Stockholders' deficit | \$ (8,526) | \$ (7,417) |
| | ===== | ===== |

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SOFTECH, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS -----

(E) LOSS PER SHARE

Basic net loss per share is computed by dividing the net loss by the weighted-average number of common shares outstanding. Diluted net loss per share is computed by dividing net loss by the weighted-average number of common and equivalent dilutive common shares outstanding. After the application of assumed proceeds, options to purchase shares of common stock for the nine months ending February 28, 2007 were 19,179 as compared to 133,460 for the same period in the prior year, have been excluded from the denominator for the computation of diluted earnings per share for all periods presented in fiscal 2007 and 2006 because their inclusion would be antidilutive. The weighted average shares outstanding are as follows (000's):

| | Three and Nine Month Periods Ended February 28, | |
|--|--|--------|
| | 2007 | 2006 |
| | ----- | ----- |
| Basic weighted average shares outstanding | 12,213 | 12,205 |
| Effect of employee stock options outstanding | -- | -- |
| | ----- | ----- |
| | 12,213 | 12,205 |
| | ===== | ===== |

(F) COMPREHENSIVE LOSS

The Company's comprehensive loss includes accumulated foreign currency translation adjustments and unrealized gain (loss) on marketable securities the comprehensive loss was as follows (000's):

| | Three Month Periods Ended February 28, | |
|---|---|----------|
| | 2007 | 2006 |
| | ----- | ----- |
| Net loss | \$ (116) | \$ (581) |
| Changes in: | | |
| Foreign currency translation adjustment | 9 | 4 |
| | ----- | ----- |
| Comprehensive loss | \$ (107) | \$ (577) |
| | ===== | ===== |

Nine Month Periods
Ended February 28,

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| | 2007 ----- | 2006 ----- |
|---|---------------------|---------------------|
| Net loss | \$ (1,077) | \$ (1,017) |
| Changes in: | | |
| Foreign currency translation adjustment | (32) | 9 |
| | ----- | ----- |
| Comprehensive loss | \$ (1,109) ===== | \$ (1,008) ===== |

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SOFTECH, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

(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 and Collaboration computer solutions. The Company's operations are organized geographically with foreign 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 as follows (000's):

| | Three Months Ended February 28, 2007 ----- | Three Months Ended February 28, 2006 ----- |
|--------------------|---|---|
| Revenue: | | |
| North America | \$ 2,058 | \$ 2,269 |
| Asia | 333 | 236 |
| Europe | 528 | 436 |
| Eliminations | (68) | (17) |
| | ----- | ----- |
| Consolidated Total | \$ 2,851 | \$ 2,924 |
| | ----- | ----- |

| | Nine Months Ended February 28, 2007 ----- | Nine Months Ended February 28, 2006 ----- |
|--------------------|--|--|
| Revenue: | | |
| North America | \$ 6,214 | \$ 7,106 |
| Asia | 836 | 813 |
| Europe | 1,597 | 1,733 |
| Eliminations | (294) | (269) |
| | ----- | ----- |
| Consolidated Total | \$ 8,353 | \$ 9,383 |
| | ----- | ----- |

February 28, May 31,
2007 2006

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| | | |
|--------------------|---------|---------|
| Long Lived Assets: | ----- | ----- |
| North America | \$7,038 | \$8,004 |
| Europe | 149 | 155 |
| | ----- | ----- |
| Consolidated Total | \$7,187 | \$8,159 |
| | ----- | ----- |

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SOFTECH, INC. AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF OPERATIONS

The statements made below with respect to SofTech's outlook for fiscal 2007 and beyond represent "forward looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities and Exchange Act of 1934 and are subject to a number of risks and uncertainties. These include, among other risks and uncertainties, general business and economic conditions, generating sufficient cash flow from operations to fund working capital needs, continued integration of acquired entities, potential obsolescence of the Company's technologies, maintaining existing relationships with the Company's lenders, successful introduction and market acceptance of planned new products and the ability of the Company to attract and retain qualified personnel both in our existing markets and in new territories in an extremely competitive environment.

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 follows 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 is 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. For multiple element arrangements, total fees are allocated to each of the elements using the residual method. Revenue from customer maintenance support agreements is deferred and recognized ratably over the term of the agreements. Revenue from

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engineering, consulting and training services, primarily performed on a time and material basis, is recognized as those services are rendered.

VALUATION OF LONG-LIVED AND INTANGIBLE ASSETS

The Company periodically reviews the carrying value of all intangible assets (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.

VALUATION OF GOODWILL

Effective June 1, 2002, the Company adopted the provisions of SFAS No. 142, Goodwill and Other Intangible Assets. This statement affects the Company's treatment of 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.

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SOFTECH, INC. AND SUBSIDIARIES

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF OPERATIONS

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.

ESTIMATING ALLOWANCES FOR DOUBTFUL ACCOUNTS RECEIVABLE

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.

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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

Revenue for the three and nine month periods ended February 28, 2007 was approximately \$2.9 million and \$8.4 million, respectively, as compared to approximately \$2.9 million and \$9.4 million for the same periods in the prior fiscal year. This represents a decrease of 2.5% for the third quarter of fiscal 2007 and 11.0% for the first nine months of fiscal 2007 as compared to the same periods in fiscal 2006.

Product revenue for the three and nine month periods ended February 28, 2007 was approximately \$788,000 and \$1.9 million, respectively, as compared to \$887,000 and \$2.6 million for the same periods in the prior fiscal year. This represents a decrease of 11.2% for Q3 2007 and 25.7 % for the first nine months of fiscal 2007 as compared to the same periods in fiscal 2006. The majority of the product revenue decrease for the quarter and the nine month period ended February 28, 2007 as compared to the same period in fiscal 2006 was related to the reduced order flow for the ProductCenter product line. Product revenue from ProductCenter in 2007 has been uneven and not as robust as fiscal 2006, especially regarding orders from new customers.

Service revenue for the three and nine month periods ended February 28, 2007 was approximately \$2.1 million and \$6.4 million, respectively, as compared to approximately \$2.0 million and \$6.8 million for the same period in fiscal 2006. This represents an increase of 1.3% for Q3 2007 as compared to the same period in fiscal 2006 and a decrease of 5.3% for the first nine months of fiscal 2007 compared to the same period in fiscal 2006. The increase in Q307 from Q306 was related to a 24% increase in our ProductCenter consulting revenue. Our European customers contributed significantly to this increased activity as a result of new ProductCenter implementation projects. The decrease in service revenue for the nine month periods ended February 28, 2007 as compared to the same period in fiscal 2006 was due primarily to declines in both maintenance and other services related to our Cadra product line which declined by 15% for the first nine months of fiscal 2007 as compared to the same period in the prior fiscal year. As drafting technologies like Cadra are replaced by solid modeling technology, we expect that our Cadra customers will continue to reduce their investment in maintenance and other services such as consulting and training.

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF OPERATIONS

Revenue generated in the U.S. accounted for 70% and 71% of total revenue for the three and nine month periods ended February 28, 2007, respectively, as compared to 78% and 76% of total revenue for the same periods in the previous year.

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Revenue generated in Europe for each of the three and nine month periods ended February 28, 2007 was 19% of total revenue as compared to 15% and 18% of total revenue for the same periods in fiscal 2006, respectively. Revenue generated in Asia for the three and nine month periods ended February 28, 2007 was 12% and 10% of total revenue, respectively, as compared to 8% and 9% of total revenue for the same period in fiscal 2006. Revenue generated in the U.S. decreased by about 10% and 13% for the three and nine month periods ended February 28, 2007, respectively, as compared to the same periods in the prior fiscal year. Revenue generated in Europe increased by about 21% for the three months ending February 28, 2007 and decreased by about 8% for the nine month periods ended February 28, 2007 and revenue generated in Asia increased about 41% and 3% for the three and nine month periods ended February 28, 2007, respectively, when compared to the same periods in fiscal 2006. The increased revenue in Asia and Europe were primarily a result of customers embracing our latest release of Cadra. There can be no assurances that Asia and Europe will experience the same results in the upcoming quarters. The decrease in US revenue was due primarily to the ProductCenter product revenue being uneven and the reduced service revenue from our Cadra and AMT product lines. We are optimistic we will have improved success in the upcoming quarters.

Gross margin as a percentage of revenue was 71.4% and 72.0 % for the three and nine month periods ended February 28, 2007, respectively, as compared to 73.1% and 69.6% for the same periods in fiscal 2006. The gross margin decline in Q307 compared to Q306 was due to nominal increases in material and labor despite a 2.5% revenue decline. The improvement in gross margin for the nine months ended February 28, 2007 as compared to the same period in the prior fiscal year was due primarily to reduced amortization expense as the costs of acquiring the ProductCenter technology were fully amortized.

Research and development expenses ("R&D") were \$489,000 and \$1.71 million for the three and nine month periods ended February 28, 2007, respectively, as compared to \$742,000 and \$2.1 million for the same periods in the prior fiscal year. This represents a decrease of 34.1% and 18.8% for the three and nine month periods ended February 28, 2007, respectively, as compared to the same period in the prior fiscal year. The reduced spending was the result of reduced investment, mostly in the form of reduced headcount, related to our legacy technologies that have experienced continued revenue decline. While the Company remains committed to improving those technologies and ensuring their compatibility with current operating systems, our spending must reflect the reality of the revenue trend for these product lines.

Selling, general and administrative ("SG&A") expenses were \$1.3 million and \$4.3 million, respectively, for the three and nine month periods ended February 28, 2007 as compared to \$1.7 million and \$4.6 million for the same period in fiscal 2006. This represents a decrease of approximately 22.0% and 6.2% for the three and nine month periods ended February 28, 2007, respectively, as compared to the same periods in the prior fiscal year. The decrease for both periods is due primarily to the reduction of certain Cadra sales and support personnel in the U.S. and Europe in Q207.

The non-cash expenses related to the amortization of capitalized software and other intangible assets were \$354,000 and \$1.1 million for the three and nine month periods ended February 28, 2007 as compared to \$354,000 and \$1.5 million for the same periods in fiscal 2006. The decrease is related to the completion of the amortization related to the intangible assets acquired in the acquisition of the ProductCenter technology in December 2002.

Interest expense for the three and nine month periods ended February 28, 2007 was approximately \$372,000 and \$1,079,000, respectively, as compared to \$321,000 and \$850,000 for the same periods in fiscal 2006. This represents an increase of 15.9% for the third quarter of fiscal 2007 compared to the same period in the previous fiscal year and an increase of 26.9% for the nine month period ended

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February 28, 2007 compared to the same period in the prior fiscal year. For the quarter, the average borrowings increased to approximately \$14.2 million during the current quarter as compared to \$13.5 million for the same period in fiscal 2006 and the interest rate on those borrowings increased to about 10.5% in the current quarter from 9.75% for the same period in fiscal 2006. Year to date, the average borrowings increased to approximately \$14.0 million during the first nine months of fiscal 2007 as compared to \$13.4 million for the same period in fiscal 2006 and the interest rate on those borrowings increased to about 10.5% during the first nine months of fiscal 2007 as compared to 8.5% for the same period in fiscal 2006. The changes in the interest rate on our borrowings in fiscal 2007 as compared to 2006 is due to the increase in the prime rate.

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The net loss for the three and nine month periods ended February 28, 2007 was \$(116,000) and \$(1,077,000), respectively, as compared to a net loss of \$(581,000) and \$(1,017,000) for the same period in the prior fiscal year. The loss per share for the three and nine month periods ended February 28, 2007 was \$(.01) and \$(.09), respectively. The loss per share for the three and nine month periods ended February 28, 2006 was \$(.05) and \$(.08), respectively.

CAPITAL RESOURCES AND LIQUIDITY

As of February 28, 2007, the Company had cash of \$626,000, a decrease of \$54,000 from May 31, 2006. Operating activities used \$630,000 of cash during the first nine months of the fiscal year and the Company borrowed \$734,000 in excess of its debt repayments from its line of credit. At February 28, 2007, the Company had available borrowings on its debt facilities of approximately \$2.4 million.

The Company believes its cost structure subsequent to the cost reduction actions during Q207 together with reasonable revenue run rates based on historical performance will generate positive cash flow during the remainder of fiscal 2007. The Company believes that the cash on hand together with cash flow from operations and its available borrowings under its credit facility will be sufficient for meeting its liquidity and capital resource needs for the next year.

FACTORS THAT MAY AFFECT FUTURE RESULTS

The Company's business is subject to many uncertainties and risks. This Form 10-QSB 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

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created by changes in the market; difficulty in predicting the size and timing of individual orders; competition and pricing; and 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 greatly reduced our fixed costs and resulted in positive cash flow from operations in each of fiscal years 2002 through 2005. In fiscal 2006 we were breakeven but for the first nine months of 2007 we have generated a cash loss from operations of about \$630,000 as our maintenance renewal rates on our legacy product lines have declined. It is our expectation that we can correct the most recent problems of cash losses from operations and return to generating positive cash flows similar to the performance during fiscal years 2002 to 2005, 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 A DECLINE IN REVENUE. Business conditions and the level of IT spending have improved in the recent past as evidenced by our revenue growth. However, there can be no assurance that this recent improvement will continue given the difficult to forecast economic environment. If IT spending declines the Company's revenues and profitability could be adversely impacted.

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF OPERATIONS

DECLINE IN BUSINESS CONDITIONS AND INFORMATION TECHNOLOGY (IT) SPENDING COULD CAUSE FURTHER 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 relationship with our sole lender, Greenleaf Capital. They currently represent our sole source of financing.

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

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unexpected fiscal 2007 revenue decline for these product lines continue it will materially negatively impact the Company's overall financial performance.

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ITEM 3. CONTROLS AND PROCEDURES

The Company's Chief Financial Officer is responsible for establishing and maintaining disclosure controls and procedures for the Company. Such officer has concluded (based upon his 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 II. OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(b) Reports on Form 8-K

None.

SIGNATURES

Pursuant to the requirements 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.

Date: April 16, 2007

/s/ Amy E. McGuire

Amy E. McGuire
Chief Financial Officer