

MANATRON INC
Form 10-Q
September 14, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended July 31, 2001

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission File Number: **0-15264**

MANATRON, INC.

(Exact Name of Registrant as Specified in Its Charter)

Michigan

(State or Other Jurisdiction of
Incorporation or Organization)

38-1983228

(I.R.S. Employer Identification No.)

510 E. Milham Avenue

Portage, Michigan

(Address of Principal Executive Offices)

49002

(Zip Code)

(616) 567-2900

(Registrant's Telephone Number, Including Area Code)

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 _____ .

On September 14, 2001 there were 3,813,592 shares of the registrant's common stock, no par value, outstanding.

PART I -- FINANCIAL INFORMATION

Item 1. Financial Statements.

**MANATRON, INC. AND SUBSIDIARY
CONSOLIDATED CONDENSED BALANCE SHEETS**

| | July 31, 2001 | April 30, 2001 |
|--|--------------------------|---------------------------|
| | (Unaudited) | |
| <u>ASSETS</u> | | |
| CURRENT ASSETS: | | |
| Cash and equivalents | \$ 810,401 | \$ 700,840 |
| Accounts receivable, net | 6,984,010 | 8,740,648 |
| Federal income tax receivable | 735,000 | 935,000 |
| Revenues earned in excess of billings and retainages on long-term contracts | 3,972,032 | 3,970,877 |
| Notes receivable | 1,214,147 | 1,066,064 |
| Inventories | 391,312 | 245,995 |
| Deferred tax assets | 1,453,000 | 1,453,000 |
| Other current assets | 359,825 | 216,456 |
| Total current assets | <u>15,919,727</u> | <u>17,328,880</u> |
| NET PROPERTY AND EQUIPMENT | <u>2,609,288</u> | <u>2,702,799</u> |
| OTHER ASSETS: | | |
| Long-term receivables, less current portion | 550,703 | 680,022 |
| Computer software development costs, net of accumulated amortization | 1,013,107 | 950,283 |
| Goodwill, net of accumulated amortization | 3,978,923 | 4,138,561 |
| Other, net | -- | 50,598 |
| Total other assets | <u>5,542,733</u> | <u>5,819,464</u> |
| Total assets | <u>\$ 24,071,748</u> | <u>\$ 25,851,143</u> |
| <u>LIABILITIES AND SHAREHOLDERS' EQUITY</u> | | |
| CURRENT LIABILITIES: | | |
| Installment note payable | \$ 700,000 | \$ 1,000,000 |
| Line of credit borrowings | 450,095 | 2,564,286 |

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| | | |
|--|---------------|---------------|
| Accounts payable | 740,978 | 1,152,605 |
| Billings in excess of revenues earned on long-term contracts | 2,047,113 | 1,319,406 |
| Billings for future services | 6,240,047 | 5,748,132 |
| Accrued liabilities | 2,589,599 | 2,896,192 |
| | <hr/> | <hr/> |
| Total current liabilities | 12,767,832 | 14,680,621 |
| | <hr/> | <hr/> |
| LONG-TERM DEFERRED INCOME TAXES | 30,000 | 30,000 |
| | <hr/> | <hr/> |
| SHAREHOLDERS' EQUITY: | | |
| Common stock | 10,535,460 | 10,495,883 |
| Retained earnings | 2,159,322 | 2,131,582 |
| Deferred compensation | (1,420,866) | (1,486,943) |
| | <hr/> | <hr/> |
| Total shareholders' equity | 11,273,916 | 11,140,522 |
| | <hr/> | <hr/> |
| Total liabilities and shareholders' equity | \$ 24,071,748 | \$ 25,851,143 |
| | <hr/> | <hr/> |

See accompanying notes to consolidated condensed financial statements.

MANATRON, INC. AND SUBSIDIARY
CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS
(Unaudited)

| | Three Months Ended July 31, | |
|---|--|---------------|
| | 2001 | 2000 |
| | <hr/> | <hr/> |
| NET REVENUES | \$ 9,379,530 | \$ 10,065,506 |
| COST OF REVENUES | 5,967,573 | 7,091,885 |
| | <hr/> | <hr/> |
| Gross profit | 3,411,957 | 2,973,621 |
| SELLING, GENERAL AND ADMINISTRATIVE EXPENSES | 3,366,150 | 3,469,560 |

| | | |
|--|------------------|---------------------|
| Income (loss) from operations | 45,807 | (495,939) |
| OTHER EXPENSE, NET | (3,067) | (22,168) |
| Income (loss) before provision (credit) for federal income taxes | 42,740 | (518,107) |
| PROVISION (CREDIT) FOR FEDERAL INCOME TAXES | 15,000 | (176,000) |
| NET INCOME (LOSS) | \$ 27,740 | \$ (342,107) |
| BASIC EARNINGS (LOSS) PER SHARE | \$.01 | \$ (.10) |
| DILUTED EARNINGS (LOSS) PER SHARE | \$.01 | \$ (.10) |
| BASIC WEIGHTED AVERAGE SHARES OUTSTANDING | 3,553,427 | 3,346,416 |
| DILUTED WEIGHTED AVERAGE SHARES OUTSTANDING | 3,694,360 | 3,436,416 |

See accompanying notes to consolidated condensed financial statements.

| | Three Months Ended July 31, | |
|---|--|--------------------|
| | 2001 | 2000 |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net income (loss) | \$ 27,740 | \$ (342,107) |
| Adjustments to reconcile net income (loss) to net cash and equivalents provided by (used for) operating activities: | | |
| Depreciation and amortization expense | 543,403 | 596,564 |
| Deferred compensation expense | 89,702 | 135,051 |
| Decrease (increase) in current assets: | | |
| Accounts and notes receivable, net | 1,608,555 | (804,259) |
| Federal income tax receivable | 200,000 | -- |
| Revenues earned in excess of billings and retainages on long-term contracts | (1,155) | 42,012 |
| Inventories | (145,317) | (58,477) |
| Other current assets | (143,369) | 25,669 |
| Increase (decrease) in current liabilities: | | |
| Accounts payable and accrued liabilities | (718,220) | (1,514,731) |
| Billings in excess of revenues earned on long-term contracts | 727,707 | (726,192) |
| Billings for future services | 491,915 | (837,886) |
| Net cash and equivalents provided by (used for) operating activities | <u>2,680,961</u> | <u>(3,484,356)</u> |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Net additions to property and equipment | (109,485) | (100,269) |
| Decrease in long-term receivables | 129,319 | 167,817 |
| Investments in computer software | (243,293) | (91,979) |
| Other, net | 50,598 | (23,600) |
| Net cash and equivalents used for investing activities | <u>(172,861)</u> | <u>(48,031)</u> |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Issuance of common stock, net | 15,652 | 88,344 |
| Repayments of long term debt | -- | (25,000) |
| Repayments on note payable | (300,000) | -- |
| (Repayments) borrowings under line of credit, net | (2,114,191) | 3,121,663 |
| Net cash and equivalents (used for) provided by financing activities | <u>(2,398,539)</u> | <u>3,185,007</u> |
| CASH AND EQUIVALENTS: | | |
| Increase (decrease) in cash and equivalents | 109,561 | (347,380) |

| | | |
|--------------------------------|------------|------------|
| Balance at beginning of period | 700,840 | 608,062 |
| | <hr/> | <hr/> |
| Balance at end of period | \$ 810,401 | \$ 260,682 |
| | <hr/> | <hr/> |
| Cash paid for interest on debt | \$ 45,275 | \$ 27,572 |
| Cash paid for income taxes | \$ -- | \$ 293,525 |

See accompanying notes to consolidated condensed financial statements.

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MANATRON, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

(1) GENERAL INFORMATION

The consolidated condensed financial statements included in this Form 10-Q have been prepared by Manatron, Inc. (the "Company"), without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading. These consolidated condensed financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended April 30, 2001 as filed with the Securities and Exchange Commission on July 27, 2001.

In the opinion of management, the accompanying unaudited consolidated condensed financial statements contain all adjustments, consisting of only a normal and recurring nature, necessary to present fairly (a) the financial position of the Registrant as of July 31, 2001 and April 30, 2001, (b) the results of its operations for the three-months ended July 31, 2001 and 2000, and (c) cash flows for the three-months ended July 31, 2001 and 2000.

MANATRON, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(CONTINUED)

(2) BUSINESS REPORTABLE SEGMENTS

Under the provisions of SFAS No. 131, the Company has two reportable segments: Information Software, Systems and Services and Property Mass Appraisal Services. The Company's reportable segments are separately managed, as each segment has unique characteristics.

The following table summarizes information regarding the reportable segments' profit for the three months ended and the reportable segments' assets as of July 31, 2001 and 2000:

| | Information Software, Systems and Services (1) | Property Mass Appraisal Services | Total Combined Company |
|---|---|---|---------------------------------------|
| For the Three Months Ended July 31, 2001 | | | |
| Net revenues | \$ 6,334,283 | \$ 3,045,247 | \$ 9,379,530 |
| Depreciation and amortization expense | 510,405 | 32,998 | 543,403 |
| EBITDA | 495,992 | 93,218 | 589,210 |
| Capital expenditures | 84,391 | 25,094 | 109,485 |
| Segment assets | 16,514,042 | 7,557,706 | 24,071,748 |
| For the Three Months Ended July 31, 2000 | | | |
| Net revenues | \$ 5,951,629 | \$ 4,113,877 | \$ 10,065,506 |
| Depreciation and amortization expense | 543,138 | 53,426 | 596,564 |
| EBITDA | (290,313) | 390,938 | 100,625 |
| Capital expenditures | 62,854 | 37,415 | 100,269 |
| Segment assets | 19,156,055 | 7,467,812 | 26,623,867 |

- (1) Information Software Systems and Services includes items that were previously classified as unallocated overhead in prior periods.

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MANATRON, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(CONTINUED)

(3) NEW ACCOUNTING PRONOUNCEMENTS

In July 2001, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets" ("SFAS 142"). This statement changes the accounting and reporting for goodwill and other intangible assets. Upon adoption of this statement, goodwill will no longer be amortized; however, tests for impairment will be performed annually or when a triggering event occurs. This statement will apply to assets acquired after June 30, 2001, and existing goodwill and other intangible assets upon the adoption of SFAS 142, in fiscal 2003. The Company is evaluating the effect of SFAS 142 on the consolidated financial statements related to the impairment testing of goodwill. Pretax amortization of goodwill for the three months ended July 30, 2001, and 2000 was approximately \$160,000.

(4) EARNINGS (LOSS) PER SHARE

The following table reconciles the numerators and denominators used in the calculation of basic and diluted earnings (loss) per share for the each of the periods presented:

| | Three Months Ended July 31, | |
|---|------------------------------------|--------------|
| | 2001 | 2000 |
| Numerators: | | |
| Net income (loss) | \$ 27,740 | \$ (342,107) |
| Denominators: | | |
| Denominator for basic earnings (loss) per share, weighted average outstanding common shares | 3,553,427 | 3,436,416 |
| Potential dilutive shares | 140,933(1) | 0(2) |

| | | |
|--|-----------|-----------|
| Denominator for diluted earnings (loss) per share | 3,694,360 | 3,436,416 |
| Earnings (loss) Per Share: | | |
| Basic | \$.01 | \$ (.10) |
| Diluted | \$.01 | \$ (.10) |

- (1) Options to purchase 424,452 shares of common stock at prices ranging from \$4.63 to \$7.00 per share were outstanding, but were not included in the computation of diluted earnings per share because the options' exercise price was greater than the average market price of the common stock.
- (2) All of the options to purchase shares have been excluded due to the loss for this period.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Results of Operations

Net revenues of \$9,379,530 for the three months ended July 31, 2001 have decreased by 6.8% in comparison to the \$10,065,506 of net revenues that were reported for the comparable period in the prior fiscal year. These amounts include revenues from computer hardware and software installations, sales of computer forms and supplies and various related services such as mass real estate appraisals (revaluations), software support, training, hardware maintenance and forms processing and printing.

As anticipated, appraisal service revenues for the three months ended July 31, 2001 have decreased by approximately \$1,068,000 versus the comparable period in 2000. In addition, the Company's backlog for appraisal services at July 31, 2001 decreased by approximately \$2.3 million to \$9.4 million compared to approximately \$11.7 million at July 31, 2000 and \$11.4 million at April 30, 2001. These decreases are due primarily to the wind down of the \$24 million Allegheny County (Pittsburgh) Pennsylvania contract as well as the cyclical nature of our Ohio appraisal business. The Company has been actively pursuing new business to replenish the backlog.

As noted in prior years, the Company had reserved 100% of retainage revenue related to the Allegheny County appraisal project and 15% of the retainage revenue on all other appraisal service projects due to the high degree of judgment involved in estimating the percentage of completion on these projects and the uncertainty regarding their ultimate collection. As of July 31, 2001 and 2000, the total reserve against retainage revenue remaining under all appraisal service projects (including Allegheny County) was approximately \$825,000 and \$2,163,000, respectively. As of July 31, 2001 and 2000, the total reserve against retainage revenue remaining under the Allegheny County project was approximately \$303,000 and \$1,968,000, respectively. These decreases are primarily due to the collection and recognition of \$1,850,000 of retention revenue in fiscal 2001.

Software Division revenues have increased by approximately 6.4% for the three months ended July 31, 2001 versus the comparable prior year period. This increase is primarily due to the execution of some significant software contracts primarily related to our MVP Tax and MVP Tax Manager products in the Indiana and Florida regions.

As a result of the decrease in overall net revenues, cost of revenues for the three months ended July 31, 2001 also decreased 15.9% to \$5,967,573 versus the comparable prior year amount of \$7,091,885. Gross margin has increased by approximately 7% to 36.4% versus 29.5% for the three months ended July 31, 2001 and 2000, respectively. This increase in margin is primarily due to a shift in the mix of revenues generated by our two reportable segments. The information software, systems and services segment of the business yields a higher gross margin than the appraisal segment.

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Selling, general and administrative expenses have decreased by 3% to \$3,366,150 for the three months ended July 31, 2001, compared to \$3,469,560 for the same period in the prior fiscal year related to the change in revenues. Overall selling, general and administrative expenses have remained consistent at approximately 35% of revenue for both the three months ended July 31, 2001 and 2000.

As a result of the factors noted above, the Company had a \$541,746 increase in its operating income to \$45,807 for the three months ended July 31, 2001, compared to an operating loss of \$495,939 for the three months ended July 31, 2000. Net interest expense for the period ended July 31, 2001 was approximately \$3,000 compared to net interest expense of approximately \$22,000 for the period ended July 31, 2000. This decline is directly related to the tighter cash flow controls instituted by the Company resulting in a lower net borrowing position compared to the prior year.

As a result of the factors noted above, the Company reported a \$369,847 increase in its bottom line to \$27,740 or \$0.01 per share on a diluted basis for the three months ended July 31, 2001, compared to a net loss of \$342,107 or \$0.10 per share on a diluted basis for the comparable period in the prior fiscal year. Diluted weighted average outstanding common shares increased by approximately 258,000 shares from the quarter ended July 31, 2000 balance of 3,436,416 shares to the July 31, 2001 balance of 3,694,360 shares. This increase was primarily due to the exclusion of potential common shares that would have an antidilutive effect on the net loss per share for the three months ended July 31, 2000.

Financial Condition and Liquidity

At July 31, 2001 the Company had working capital of \$3,151,895 compared to the April 30, 2001 amount of \$2,648,259. These levels reflect current ratios of 1.25 and 1.18, respectively. The increase in working capital is primarily due to increased cash flows from operations resulting in a significant reduction in line of credit borrowings.

Shareholders' equity at July 31, 2001 increased by approximately \$133,000 to \$11,273,916 from the balance reported at April 30, 2001, because of \$15,652 of employee stock purchases, \$89,702 of deferred compensation expense, and \$27,740 of net income for the quarter. As a result, book value per share remained relatively consistent at \$2.97 as of July 31, 2001 compared to \$2.95 at April 30, 2001.

The nature of the Company's business typically is not property or equipment intensive. Net capital expenditures, were

approximately \$110,000 and \$100,000 for the three months ended July 31, 2001 and July 31, 2000, respectively. Current year as well as prior year expenditures relate primarily to the purchase of computer hardware and software for the Company's development and support personnel.

As the Company's revenues are generated from contracts with local governmental entities, it is not uncommon for certain of its accounts receivable to remain outstanding for approximately three to four months, thereby having a negative impact upon cash flow. The Company's current loan agreement with Comerica Bank provides for a secured \$4.5 million line of credit to the

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Company at the prime rate of interest through November 1, 2002, and a \$1.4 million installment note with required monthly payments of \$100,000 commencing January 1, 2001, at the prime rate of interest less .25%. As of July 31, 2001, \$450,095 of borrowings were outstanding under this line of credit and \$700,000 remained outstanding under the installment note payable. The Company anticipates that the revolving line of credit, together with existing cash balances, and cash generated from future operations will be sufficient for the Company to meet its working capital requirements for at least the next 12 months. The Company is, however, having discussions with its bank to explore the possibility of increasing its line of credit.

The Company cannot precisely determine the effect of inflation on its business. The Company continues, however, to experience relatively stable costs for its inventory as the computer hardware market is very competitive. Inflationary price increases related to labor and overhead will have a negative effect on the Company's cash flow and net income to the extent that they cannot be offset through improved productivity and price increases.

"Safe Harbor Statement" Under the Private Securities Litigation Reform Act of 1995

This Form 10-Q contains statements that are not historical facts. These statements are called "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These statements involve important known and unknown risks, uncertainties and other factors and can be identified by phrases using "estimate," "anticipate," "believe," "project," "expect," "intend," "predict," "potential," "future," "may," "should" and similar expressions or words. The Company's future results, performance or achievements may differ materially from the results, performance or achievements discussed in the forward-looking statements. There are numerous factors that could cause actual results to differ materially from the results discussed in forward-looking statements, including:

The impact that the following factors can have on the Company's business and the computer software and service industry in general:

Changes in competition and pricing environments: if competition increases in the computer software and service industry (particularly the segment of the industry that supplies governmental units), companies with greater capital reserves and greater diversification may have more options at their disposal for handling increased competition than we do.

Potential negative side effects stemming from the Company's expansion into new regional markets, including Canada: as a result of this expansion, the Company may face pitfalls that it is not fully aware of considering its lack of experience.

Pricing and availability of equipment, materials, inventories and programming.

Changes in existing computer software and service industry laws or the introduction of new laws, regulations or policies that could affect the Company's business practices, including, by way of example, intellectual property laws and laws affecting software providers' liability: these laws, regulations or policies could impact the computer software and service industry as a whole, or could impact only those portions of the computer

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software and service industry in which we are currently active, for example, privacy laws regulating how governmental units store and provide access to information; in either case, the Company's profitability could be injured due to an industry-wide market decline or due to the Company's inability to compete with other computer software and service industry companies that are unaffected by these laws, regulations or policies.

Changes in technology that render our products obsolete or incompatible with hardware or other software.

The Company's success in and expense associated with the development, production, testing, marketing and shipping of products, including a failure to ship new products and technologies when anticipated, failure of customers to accept these products and technologies when planned and any defects in products.

The Company's ability to implement successfully its business strategy of developing and licensing client/server decision support applications software designed to address specific industry markets.

The Company's ability to assess future revenue: the Company's expense levels are based, in part, on its expectations as to future revenue and a significant portion of the Company's expenses do not vary with revenue; as a result, if revenue is below expectations, results of operations are likely to be materially adversely affected.

Continued availability of third party software and technology incorporated in the Company's products.

Potential negative impact of the fact that purchase of the Company's products is relatively discretionary and generally involves a significant commitment of capital; in the event of any downturn in any potential customer's business or the economy in general, purchases of the Company's products may be deferred or canceled.

Changes in economic conditions, including changes in interest rates, financial market performance and the computer software and service industry: these types of changes can impact the economy in general, resulting in a downward trend that impacts not only the Company's business, but all computer software and service industry companies; or, the changes can impact only those parts of the economy upon which the Company relies in a unique fashion, including, by way of example:

Economic factors that affect local governmental budgets.

Economic factors that may affect the success of the acquisition strategy that the Company pursued throughout the 1990s.

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Factors that the Company has discussed in previous public reports and other documents filed with the Securities and Exchange Commission.

This list provides examples of factors that could affect the results described by forward-looking statements contained in this Form 10-Q. However, this list is not intended to be exhaustive; many other factors could impact the Company's business and it is impossible to predict with any accuracy which factors could result in which negative impacts. Although the Company believes that the forward-looking statements contained in this Form 10-Q are reasonable, the Company cannot provide any guarantee that the anticipated results will be achieved. All forward-looking statements in this Form 10-Q are expressly qualified in their entirety by the cautionary statements contained in this section and readers are cautioned not to place undue reliance on the forward-looking statements contained in this Form 10-Q. In addition to the risks listed above, other risks may arise in the future, and the Company disclaims any obligation to update information contained in any forward-looking statement.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

The Company's primary market risk exposure is a potential change in interest rates in connection with its loan agreements. As of July 31, 2001, approximately \$1,150,000 of borrowings were outstanding compared to approximately \$3,564,000 as of April 30, 2001. A 1% change in interest rates would not have a material adverse impact on the Company's financial position.

PART II. -- OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K.

(a) nbsp;nbsp; Exhibits. The following documents are filed as exhibits to this report on Form 10-Q:

| <u>Exhibit Number</u> | <u>Document</u> |
|-----------------------|---|
| 2.1 | Agreement and Plan of Merger by and among ProVal Corporation, Manatron, Inc., and ProVal Acquisition Corporation, dated May 28, 1999, as amended. Previously filed as an exhibit to the Company's Form 8-K filed on June 18, 1999 and here incorporated by reference. |
| 2.2 | Bills of Sale and Court Orders concerning the purchase of certain assets of CPS Systems, Inc., dated March 31, 2000 and June 13, 2000. Previously filed as an exhibit to the Company's Form 10-K |

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Annual Report for the fiscal year ended April 30, 2000, and here incorporated by reference.

- 3.1 Restated Articles of Incorporation. Previously filed as an exhibit to the Company's Form 10-K Annual Report for the fiscal year ended April 30, 2001, and here incorporated by reference.

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- 3.2 Bylaws. Previously filed as an exhibit to the Company's Form 10-K Annual Report for the fiscal year ended April 30, 1999, and here incorporated by reference.
- 4.1 Restated Articles of Incorporation. See Exhibit 3.1 above.
- 4.2 Bylaws. See Exhibit 3.2 above.
- 4.3 Rights Agreement dated June 2, 1997 between Manatron, Inc. and Registrar and Transfer Company. Previously filed as an exhibit to the Company's Form 8-A filed on June 11, 1997, and here incorporated by reference.
- 10.1 Manatron, Inc. 1989 Stock Option Plan.* Previously filed as an exhibit to the Company's Form 10-K Annual Report for the fiscal year ended April 30, 2001, and here incorporated by reference.
- 10.2 Manatron, Inc. 1995 Long-Term Incentive Plan.* Previously filed as an exhibit to the Company's Form 10-K Annual Report for the fiscal year ended April 30, 2001, and here incorporated by reference.
- 10.3 Executive Employment Agreement with Randall L. Peat.* Previously filed as an exhibit to the Company's Form 10-K Annual Report for the fiscal year ended April 30, 2001, and here incorporated by reference.
- 10.4 Manatron, Inc. Employee Stock Ownership and Salary Deferral Plan.* Previously filed as an exhibit to the Company's Form 10-K Annual Report for the fiscal year ended April 30, 2001, and here incorporated by reference.
- 10.5 Manatron, Inc. 1994 Long-Term Incentive Plan.* Previously filed as an exhibit to the Company's Form 10-K Annual Report for the fiscal year ended April 30, 2001, and here incorporated by reference.
- 10.6 Employment Agreement with Douglas A. Peat dated October 10, 1996.* Previously filed as an exhibit to the Company's Form 10-K Annual Report for the fiscal year ended April 30, 2001, and here incorporated by reference.
- 10.7 Employment Agreement with Jane M. Rix dated October 10, 1996.* Previously filed as an exhibit to the Company's Form 10-K Annual Report for the fiscal year ended April 30, 1997, and here incorporated by reference.

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10.8 Employment Agreement with Paul R. Sylvester dated October 10, 1996.* Previously filed as an exhibit to the Company's Form 10-K Annual Report for the fiscal year ended April 30, 1997, and here incorporated by reference.

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10.9 Employment Agreement with J. Wayne Moore dated May 28, 2000.* Previously filed as an exhibit to the Company's Form 10-K Annual Report for the fiscal year ended April 30, 1999, and here incorporated by reference.

10.10 Manatron, Inc. Executive Incentive Plan for 2001.* Previously filed as an exhibit to the Company's Form 10-Q Quarterly Report for the period ended January 31, 2001, and here incorporated by reference.

10.11 Form of Indemnity Agreement.* Previously filed as an exhibit to the Company's Form 10-K Annual Report for the fiscal year ended April 30, 1998, and here incorporated by reference.

10.12 Restricted Stock Plan of 1998.* Previously filed as an exhibit to the Company's Definitive Proxy Statement for its Annual Meeting of Shareholders held October 8, 1998, and here incorporated by reference.

10.13 Employee Stock Purchase Plan of 1998.* Previously filed as an exhibit to the Company's Definitive Proxy Statement for its Annual Meeting of Shareholders held October 8, 1998, and here incorporated by reference.

10.14 Registration Rights Agreement dated May 28, 1999, between Manatron, Inc. and Jennings Wayne Moore. Previously filed as an exhibit to the Company's Form S-3, filed on September 21, 1999, and here incorporated by reference.

10.15 Letter Loan Agreement between Comerica Bank and Manatron, Inc., dated April 20, 2000. Previously filed as an exhibit to the Company's Form 10-K Annual Report for the fiscal year ended April 30, 2001, and here incorporated by reference.

10.16 Promissory Note between Comerica Bank and Manatron, Inc., dated April 20, 2000. Previously filed as an exhibit to the Company's Form 10-K Annual Report for the fiscal year ended April 30, 2001, and here incorporated by reference.

10.17 Guaranty between Comerica Bank and Manatron, Inc., dated April 20, 2000. Previously filed as an exhibit to the Company's Form 10-K Annual Report for the fiscal year ended April 30, 2001, and here incorporated by reference.

10.18 Manatron, Inc. Stock Incentive Plan of 2000.* Previously filed as an exhibit to the Company's Definitive Proxy Statement for its Annual Meeting of Shareholders held October 7, 2000 and here incorporated by reference.

10.19 Manatron Restricted Stock Plan of 2000* Previously filed as an exhibit to the Company 10-Q Quarterly Report for the period ended October 31, 2000, and here incorporated by reference.

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*Management contract or compensatory plan or arrangement.

- (b) Report on Form 8-K. The Company filed a Form 8-K Current Report on May 21, 2001 to report under Item 9 the Company's issuance of a press release announcing a new contract for its MVP and PropertyMax software with Ohio's Cuyahoga County.

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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.

MANATRON, INC.

Date: September 14, 2001

By /s/ Paul R. Sylvester

Paul R. Sylvester
President, Chief Executive Officer and
Director (Principal Executive Officer,
and duly authorized signatory for the
Registrant)

Date: September 14, 2001

By /s/ Krista L. Inosencio

Krista L. Inosencio
Director of Accounting and Finance
(Principal Financial and Accounting
Officer)

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EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Document</u> |
|---------------------------|--|
| 2.1 | Agreement and Plan of Merger by and among ProVal Corporation, Manatron, Inc., and ProVal Acquisition Corporation, dated May 28, 1999, as amended. Previously filed as an exhibit to the Company's Form 8-K filed on June 18, 1999 and here incorporated by reference. |
| 2.2 | Bills of Sale and Court Orders concerning the purchase of certain assets of CPS Systems, Inc., dated March 31, 2000 and June 13, 2000. Previously filed as an exhibit to the Company's Form 10-K Annual Report for the fiscal year ended April 30, 2000, and here incorporated by reference. |
| 3.1 | Restated Articles of Incorporation. Previously filed as an exhibit to the Company's Form 10-K |

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Annual Report for the fiscal year ended April 30, 2001, and here incorporated by reference.

- 3.2 Bylaws. Previously filed as an exhibit to the Company's Form 10-K Annual Report for the fiscal year ended April 30, 1999, and here incorporated by reference.
- 4.1 Restated Articles of Incorporation. See Exhibit 3.1 above.
- 4.2 Bylaws. See Exhibit 3.2 above.
- 4.3 Rights Agreement dated June 2, 1997 between Manatron, Inc. and Registrar and Transfer Company. Previously filed as an exhibit to the Company's Form 8-A filed on June 11, 1997, and here incorporated by reference.
- 10.1 Manatron, Inc. 1989 Stock Option Plan.* Previously filed as an exhibit to the Company's Form 10-K Annual Report for the fiscal year ended April 30, 2001, and here incorporated by reference.
- 10.2 Manatron, Inc. 1995 Long-Term Incentive Plan.* Previously filed as an exhibit to the Company's Form 10-K Annual Report for the fiscal year ended April 30, 2001, and here incorporated by reference.
- 10.3 Executive Employment Agreement with Randall L. Peat.* Previously filed as an exhibit to the Company's Form 10-K Annual Report for the fiscal year ended April 30, 2001, and here incorporated by reference.
- 10.4 Manatron, Inc. Employee Stock Ownership and Salary Deferral Plan.* Previously filed as an exhibit to the Company's Form 10-K Annual Report for the fiscal year ended April 30, 2001, and here incorporated by reference.
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- 10.5 Manatron, Inc. 1994 Long-Term Incentive Plan.* Previously filed as an exhibit to the Company's Form 10-K Annual Report for the fiscal year ended April 30, 2001, and here incorporated by reference.
- 10.6 Employment Agreement with Douglas A. Peat dated October 10, 1996.* Previously filed as an exhibit to the Company's Form 10-K Annual Report for the fiscal year ended April 30, 2001, and here incorporated by reference.
- 10.7 Employment Agreement with Jane M. Rix dated October 10, 1996.* Previously filed as an exhibit to the Company's Form 10-K Annual Report for the fiscal year ended April 30, 1997, and here incorporated by reference.
- 10.8 Employment Agreement with Paul R. Sylvester dated October 10, 1996.* Previously filed as an exhibit to the Company's Form 10-K Annual Report for the fiscal year ended April 30, 1997, and here incorporated by reference.
- 10.9 Employment Agreement with J. Wayne Moore dated May 28, 2000.* Previously filed as an exhibit to the Company's Form 10-K Annual Report for the fiscal year ended April 30, 1999, and here

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incorporated by reference.

- 10.10 Manatron, Inc. Executive Incentive Plan for 2001.* Previously filed as an exhibit to the Company's Form 10-Q Quarterly Report for the period ended January 31, 2001, and here incorporated by reference.
- 10.11 Form of Indemnity Agreement.* Previously filed as an exhibit to the Company's Form 10-K Annual Report for the fiscal year ended April 30, 1998, and here incorporated by reference.
- 10.12 Restricted Stock Plan of 1998.* Previously filed as an exhibit to the Company's Definitive Proxy Statement for its Annual Meeting of Shareholders held October 8, 1998, and here incorporated by reference.
- 10.13 Employee Stock Purchase Plan of 1998.* Previously filed as an exhibit to the Company's Definitive Proxy Statement for its Annual Meeting of Shareholders held October 8, 1998, and here incorporated by reference.
- 10.14 Registration Rights Agreement dated May 28, 1999, between Manatron, Inc. and Jennings Wayne Moore. Previously filed as an exhibit to the Company's Form S-3, filed on September 21, 1999, and here incorporated by reference.
- 10.15 Letter Loan Agreement between Comerica Bank and Manatron, Inc., dated April 20, 2000. Previously filed as an exhibit to the Company's Form 10-K Annual Report for the fiscal year ended April 30, 2001, and here incorporated by reference.
- 10.16 Promissory Note between Comerica Bank and Manatron, Inc., dated April 20, 2000. Previously filed as an exhibit to the Company's Form 10-K Annual Report for the fiscal year ended April 30, 2001, and here incorporated by reference.

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- 10.17 Guaranty between Comerica Bank and Manatron, Inc., dated April 20, 2000. Previously filed as an exhibit to the Company's Form 10-K Annual Report for the fiscal year ended April 30, 2001, and here incorporated by reference.
 - 10.18 Manatron, Inc. Stock Incentive Plan of 2000.* Previously filed as an exhibit to the Company's Definitive Proxy Statement for its Annual Meeting of Shareholders held October 7, 2000 and here incorporated by reference.
 - 10.19 Manatron Restricted Stock Plan of 2000* Previously filed as an exhibit to the Company 10-Q Quarterly Report for the period ended October 31, 2000, and here incorporated by reference.

*Management contract or compensatory plan or arrangement.