USDATA CORP
Form 10-Q
August 09, 2002

Use these links to rapidly review the document

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

ý **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2002

o **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 0-25936

USDATA Corporation

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE	**75-2405152**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

2435 N. Central Expressway, Richardson, TX 75080

(Address of Principal Executive Offices)
(Zip Code)

Registrant's Telephone Number, Including Area Code: (972) 680-9700

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 requirements for the past 90 days.

Yes __X__ No ______

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of August 2, 2002

Class	**Number of Shares Outstanding**

Class	Number of Shares Outstanding
Common Stock, Par Value $.01 Per Share	2,868,580 shares

Unless the context indicates otherwise, the terms "USDATA," "the Company," "we," "our," and "us" refer to USDATA Corporation.

USDATA CORPORATION AND SUBSIDIARIES
FORM 10-Q
QUARTER ENDED JUNE 30, 2002

TABLE OF CONTENTS

USDATA CORPORATION AND SUBSIDIARIES

UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands, except share and per share data)

	June 30, 2002	December 31, 2001

	June 30, 2002	December 31, 2001
ASSETS		
Current assets:		
Cash and cash equivalents	$ 1,075	$ 1,844
Accounts receivable, net of allowance for doubtful accounts of $111 and $279, respectively	2,211	2,573
Other current assets	573	557
Total current assets	3,859	4,974
Property and equipment, net	757	1,212
Computer software development costs, net	5,807	6,443
Software held for resale, net	1,119	426
Other assets	30	23
Total assets	$ 11,572	$ 13,078
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 584	$ 694
Deferred revenue	1,102	1,248
Accrued compensation and benefits	460	468
Notes payable and current portion of long-term debt	1,382	1,837
Other accrued liabilities	1,194	1,702
Net liabilities of discontinued operation	302	339
Total current liabilities	5,024	6,288
Other noncurrent liabilities	1,368	
Long-term debt, less current portion	355	590
Total liabilities	6,747	6,878
Commitments and contingencies		
Stockholders' equity:		
Series A cumulative convertible preferred stock, $.01 par value; liquidation preference $100 per share; 100,000 shares authorized; 50,000 shares issued and outstanding in 2002 and 2001	6,168	5,968
Series B cumulative convertible preferred stock; $.01 par value; liquidation preference $100 per share; 800,000 shares authorized; 265,000 shares issued and outstanding in 2002 and 2001	30,322	29,262
Series C-1 cumulative convertible preferred stock; $.01 par value; liquidation preference $80 per share; 125,000 shares authorized; 53,750 shares issued and outstanding in 2002 and 2001	10,550	10,442
Common stock, $.01 par value, 40,000,000 shares authorized; 3,264,872 shares issued in 2002 and 2001	33	33
Additional paid-in capital	11,304	12,815
Accumulated deficit	(45,150)	(43,795)
Treasury stock at cost, 428,734 shares in 2002 and 438,247 shares in 2001	(7,356)	(7,522)
Accumulated other comprehensive loss	(1,046)	(1,003)
Total stockholders' equity	4,825	6,200
Total liabilities and stockholders' equity	$ 11,572	$ 13,078

See accompanying notes to unaudited condensed consolidated financial statements.

USDATA CORPORATION AND SUBSIDIARIES

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

(In thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2002	**2001**	**2002**	**2001**
Revenues:				
Product license	$ 2,292	$ 3,317	$ 4,438	$ 6,299
Services	417	526	873	1,012
Total revenues	2,709	3,843	5,311	7,311
Operating expenses:				
Selling and product materials	1,951	2,474	3,944	4,758
Product development	402	463	781	953
General and administrative	791	838	1,532	2,010
Restructuring and other charges		7	356	7
Total operating expenses	3,144	3,782	6,613	7,728
Income (loss) from operations	(435)	61	(1,302)	(417)
Interest expense	(33)	(30)	(65)	(91)
Other income, net	5		12	
Net income (loss)	(463)	31	(1,355)	(508)
Dividends on preferred stock, preferred stock warrant and beneficial conversion	(684)	(668)	(1,368)	(8,798)
Net loss applicable to common stockholders	$ (1,147)	$ (637)	$ (2,723)	$ (9,306)
Net loss per common share:				
Basic and diluted	$ (0.40)	$ (0.23)	$ (0.96)	$ (3.31)
Comprehensive income (loss):				
Net income (loss)	$ (463)	$ 31	$ (1,355)	$ (508)
Foreign currency translation adjustment	(26)	(5)	(43)	(18)
Comprehensive income (loss)	$ (489)	$ 26	$ (1,398)	$ (526)
Weighted average shares outstanding:				

	Three Months Ended June 30,		Six Months Ended June 30,	
Basic and diluted	2,836	2,815	2,836	2,814

See accompanying notes to unaudited condensed consolidated financial statements.

4

USDATA CORPORATION AND SUBSIDIARIES

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

	Six Months Ended June 30,	
	2002	**2001**
Cash flows from operating activities:		
Net loss	$ (1,355)	$ (508)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Furniture and equipment transfer in lease negotiation	135	
Depreciation and amortization	1,654	1,822
Non-cash stock expense	11	87
Changes in operating assets and liabilities:		
Accounts receivable, net	362	1,011
Other assets, net	(17)	42
Accounts payable and other accrued liabilities	7	(1,629)
Accrued compensation and benefits	(8)	(407)
Deferred revenue	(146)	(75)
Net cash provided by continuing operations	643	343
Net cash used in discontinued operations	(37)	(1,700)
Net cash provided by (used in) operating activities	606	(1,357)
Cash flows from investing activities:		
Capital expenditures	(239)	(60)
Capitalized software development costs	(457)	(653)
Refund of leasehold improvement costs		209
Net cash used in investing activities	(696)	(504)
Cash flows from financing activities:		
Proceeds from issuance of common stock	11	33
Proceeds from issuance of preferred stock, net		1,416
Borrowing under revolving line of credit	400	1,392
Other borrowings	138	431

	Six Months Ended June 30,	
Payments on long-term debt	(1,228)	(1,214)
Net cash provided by (used in) financing activities	(679)	2,058
Net increase (decrease) in cash and cash equivalents	(769)	197
Cash and cash equivalents, beginning of period	1,844	673
Cash and cash equivalents, end of period	$ 1,075	$ 870
Non-cash operating, investing and financing activity:		
Conversion of accrued liabilities to long-term notes payable	$	$ 232
Accrued liability related to software held for resale	$ 700	$
Furniture and equipment transfer in lease negotiation	$ 135	$

See accompanying notes to unaudited condensed consolidated financial statements.

USDATA CORPORATION AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements (Unaudited)

1. SIGNIFICANT ACCOUNTING POLICIES

The accompanying unaudited consolidated financial statements of USDATA and our subsidiaries for the three and six month periods ended June 30, 2002 and 2001 have been prepared in accordance with accounting principles generally accepted in the United States of America. Significant accounting policies followed by USDATA were disclosed in the notes to the consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2001. In the opinion of our management, the accompanying consolidated financial statements contain the adjustments, consisting of normal recurring adjustments, necessary to present fairly our consolidated financial position at June 30, 2002 and the consolidated results of our operations and comprehensive income (loss), and cash flows for the three and six month periods ended June 30, 2002 and 2001. Operating results for the three and six months ended June 30, 2002 are not necessarily indicative of the results that may be expected for the year ending December 31, 2002.

2. NET LOSS PER SHARE OF COMMON STOCK

Net loss per share of common stock is presented in accordance with the provisions of SFAS No. 128, "Earnings Per Share." Under SFAS No. 128, basic loss per share excludes dilution for potentially dilutive securities and is computed by dividing income or loss available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. Potentially dilutive securities are excluded from the computation of diluted earnings (loss) per share when their inclusion would be antidilutive to the results of continuing operations.

Options to purchase 448,240 and 252,166 shares of common stock for 2002 and 2001, respectively, were not included in the computation of diluted earnings per share as their impact would be antidilutive. The computation of diluted earnings per share of common stock also excludes common shares that would be issued upon conversion of outstanding shares of Series A, B and C-1 Preferred Stock convertible into an aggregate of 2.4 million shares of common stock. In addition, warrants to purchase 1.7 million shares and 1.5 million shares of common stock for 2002 and 2001, respectively, were not included in the computation of diluted earnings per share as their inclusion would be antidilutive.

3. SOFTWARE HELD FOR RESALE

We entered into a source code license agreement with the developer of the client graphics used within our FactoryLink® software product on March 20, 2002 (the "Effective Date"). We have a nonexclusive right to reproduce, modify and incorporate the licensed software into other computer software. In addition, the licensed software shall be marketed, distributed and sublicensed under one or more of our and/or third party's trademarks, trade names or service marks. The purchase price of the licensed software was $900,000 payable over three years as follows: (a) $200,000 within 10 business days of the Effective Date; (b) $200,000 six months after the Effective Date; (c) $250,000 on March 20, 2003; and (d) $250,000 on March 20, 2004. We capitalized the original purchase price of $900,000 of the licensed software as software held for resale. As of June 30, 2002, $450,000 of the remaining amounts due is included in other accrued liabilities with the balance of $250,000 included in other non-current liabilities.

4. SERIES C-1 PREFERRED STOCK PURCHASE AGREEMENT AMENDMENT

On March 30, 2001, we entered into a Series C Preferred Stock Purchase Agreement with SCP Private Equity Partners II, L.P. ("SCP") whereby we issued through a private placement 37,500 shares of our Series C-1 Convertible Preferred Stock ("Series C-1 Preferred) and a warrant to purchase up to 75,000 shares of Series C-2 Convertible Preferred Stock ("Series C-2 Preferred") to SCP for $1.5 million. In addition, SCP committed to purchase an additional 37,500 shares of Series C-1 Preferred ("Option Stock") at $40 per share ($1.5 million) contingent upon USDATA meeting specified monthly target provisions. At December 31, 2001, when the original exercise period expired, we had 21,250 shares remaining under the equity line.

On March 8, 2002, USDATA and SCP entered into a First Amendment to the Series C Preferred Stock Purchase Agreement (the "Agreement"). The Agreement extended the Option Stock exercise period to December 31, 2002, deleted the specified monthly target provisions and provided for additional warrant coverage equal to 50% of the remaining Option Stock, a total of 10,625 shares. All other terms of the original Series C Preferred Stock Purchase Agreement were unchanged. The Agreement was unanimously approved by the disinterested members of our Board of Directors on March 8, 2002. As of June 30, 2002, we had not exercised our right to sell any shares of the Option Stock to SCP and have $850,000 available for use under this equity arrangement.

5. OFFICE LEASE AGREEMENT AMENDMENT

We are party to an Office Lease Agreement, as amended (the "Lease"), under which we are the tenant of approximately 79,382 rentable square feet. On March 19, 2002, we entered into a Fourth Amendment to the Lease (the "Fourth Amendment") with Crescent Real Estate Funding VIII, L.P. (the "Landlord") to reduce our lease payment commitment obligations and our excess leased office space. Pursuant to the Fourth Amendment, the Landlord reacquired approximately 44,400 rentable square feet, reducing our headquarters' space to 34,982 rentable square feet ("Existing Premises"). We sublease approximately 14,802 square feet of the Existing Premises. The Fourth Amendment extended the lease term four months to December 31, 2010, and increased the base rental rate per square foot on the Existing Premises by $1.00 each year beginning in 2003 and ending in 2005. In year 2006, the base rental rate per square foot increases by $1.75 from year 2005 and remains constant through year 2010. In addition, we owed $444,000 at March 31, 2002 to the Landlord representing rents due on the excess leased space for five months. The Landlord agreed to waive any claim to such amount owed contingent upon timely payment of all rent to be paid on the Existing Premises. The $444,000 will be reduced by $51,000 per year over the remaining term of the lease. We also transferred to the Landlord our right, title and interest in excess office furniture, with a carrying value of approximately $135,000. In connection with the Fourth Amendment, we issued a Warrant, dated March 19, 2002, to the Landlord for the purchase of up to 243,902 shares of our common stock at an exercise price per share of $2.05, the closing market price on the date of the Warrant. The Warrant is exercisable by the Landlord, in whole or in part, at any time commencing on March 19, 2002 and ending on March 18, 2007. In addition, under the Fourth Amendment, we released certain rights, such as our right to terminate the Lease in 2005, certain preferential rights to lease additional space and the right to extend the Lease. By implementing the provisions of the Fourth Amendment, we realized a cash savings of approximately $1.0 million in lease costs during 2002.

We will compute rent expense to be recognized under the Lease, as amended, considering the increasing rent over the rent term and all amounts previously accrued for as rent expense, including approximately $1.1 million recorded in the third quarter of 2001 for unoccupied excess lease space,

$135,000 for the excess office furniture transferred to the Landlord and $383,000 for the value of the Warrant issued on March 19, 2002. The remaining accrual will be amortized over the remaining lease term as an offset to rent expense, and the carrying value of the excess office furniture and value of the Warrant will be amortized as an increase to rent expense.

6. REVOLVING CREDIT FACILITY

We maintain a revolving credit facility with JPMorgan Chase Bank to provide us with working capital assistance relating to timing of our cash flow. We were not in compliance with the tangible net worth debt covenant for the months ended March 31, April 30, and May 31, 2002. In addition, we did not comply with the earnings before interest, taxes, depreciation and amortization ("EBITDA") debt covenant for the quarter ended March 31, 2002. On April 15, 2002 and July 12, 2002, we received two separate waivers from the lending bank waiving these defaults under the credit facility. In connection with the waiver received on April 15, 2002, the interest rate under the credit facility increased by 75 basis points to the prime rate plus 2.25% per annum. On July 12, 2002, the lending bank amended both debt covenants going forward beginning in June 2002 to be consistent with our most recent business plan. As a result, we complied with both debt covenants as of June 30, 2002. At June 30, 2002 and December 31, 2001, $770,000 and $1.1 million, respectively, were drawn on the credit facility and are included in current liabilities. Based on the qualifying borrowing base arrangement under the credit facility, total remaining availability at July 9, 2002 was $565,369.

7. SEVERANCE AND OTHER RESTRUCTURING ACCRUALS

The following table summarizes by category the accrued liability balances at June 30, 2002 related to our 2000 restructuring plans.

(in thousands)	Amount Accrued at 12/31/01	Restructuring and other charges	2002 Cash Payments	Amount Accrued at 6/30/02
Employee-related costs	$ 59	$	$ (5)	$ 54
Lease and other costs associated with vacated office space	1,114	356	(182)	1,288
Other related costs	17		(17)	
	$ 1,190	$ 356	$ (204)	$ 1,342

In the third quarter of 2001, we accrued $1.114 million in restructuring charges representing an additional year of lease costs associated with the vacated office space resulting from our 2000 restructuring plans. On March 19, 2002, we entered into a Fourth Amendment to the Lease, described in Note 5, whereby the Landlord removed this excess office space under the facility lease. In connection with the Fourth Amendment, we recorded $356,000 in charges for the consultant who assisted us in the negotiations. One-third of the consulting fee was paid in April 2002 and the remaining two-thirds is payable monthly through September 2005.

The employee related costs are included in accrued compensation and benefits and the current portion of lease and other costs associated with vacated office space of $161,000 are included in other

accrued liabilities in the accompanying condensed consolidated balance sheets. The remaining portion of the accruals is included in other non-current liabilities.

8. SUBSEQUENT EVENT

On July 9, 2002, we acquired the rights to certain source code related to value added products that are currently bundled into our FactoryLink® software product for $560,000. Under the license agreement we were granted a worldwide, non-exclusive, perpetual, irrevocable, assignable and transferable license to use the source code, design documentation, user documentation, setups and related materials. The $560,000 is payable over four years in annual payments of $140,000 each. The first payment was made on July 9, 2002 upon receipt of the source code. Each additional payment is due on each of the first, second and third anniversary of the effective date, June 30, 2002. The yearly payments approximate what we would have otherwise had to pay in royalty expense.

USDATA CORPORATION AND SUBSIDIARIES

Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

USDATA is a global provider of software and services that give enterprises the knowledge and control needed to perfect the products they produce and the processes they manage. Based upon a tradition of flexible service, innovation and integration, our software currently operates in more than 60 countries around the globe, including 17 of the top 25 manufacturers. Our software heritage has emerged from manufacturing and process automation solutions and has grown to encompass the industry's product knowledge and control solutions. We continue to innovate solutions that will support the integration of enterprise production and automation information into the supply chain. We have offices worldwide and a global network of distribution and support partners.

Our software products are designed to enable manufacturers access to more accurate and timely information whether they are on the plant floor, in the office, or around the globe. Our solutions span a wide range of manufacturing processes, from monitoring equipment to tracking product flow, and are designed to integrate with customers' existing manufacturing and business software, as well as help customers manage their business in real time, reduce operating costs, shorten cycle times and improve quality in their manufacturing operations. This combination of product breadth and ease of integration is intended to provide a total plant solution intended to improve manufacturing performance and give customers a competitive advantage.

Revenues have been generated primarily from licenses of our FactoryLink® and Xfactory® software and secondarily from technical support and service agreements, training classes and product related services. The support and service agreements are generally one-year, renewable contracts entitling a customer to certain software upgrades and technical support. Revenue from services represented approximately 15% and 14% of revenues during the three months ended June 30, 2002 and 2001, respectively, and 16% and 14% during the six months ended June 30, 2002 and 2001, respectively.

Revenues from our international customers continue to be significant and have been primarily from sales and services related to our FactoryLink® software products. International revenues are primarily derived from France, United Kingdom, Italy and Canada.

FactoryLink® is a process knowledge and control solution used to develop custom supervisory control and data acquisition ("SCADA") and human machine interfaces ("HMI") for the supervision and control of a broad range of automated processes. FactoryLink® is a horizontal application tool set used by systems integrators and end customers to build automation and control applications for a wide variety of industrial markets such as electronics assembly, semiconductor, automotive, building automation, food and beverage, pharmaceuticals, metals, mining, cement, oil and gas, electricity generation, transmission and distribution and water and waste water transport. It allows customers to collect and monitor data from disparate process control systems and acts as a hub for real-time information that may be used by various decision makers interested in the real-time status of the production process.

Our latest releases of FactoryLink® include FactoryLink® 7, which is designed to have a lower total cost of ownership than other SCADA/HMI products on the market and FactoryLink®++. FactoryLink®++ is designed specifically to help new SCADA/HMI users to jump start application development, lower application maintenance and reduce project risk. FactoryLink®++ includes integrated modules, concepts, methods and tools designed to help end users, integrators, original equipment manufacturers and consultants achieve the maximum value out of the FactoryLink® software system.

Xfactory® is a product knowledge and control solution designed to capture and communicate real-time manufacturing data from the shop floor to the people and systems who need it, when they need it. The information is intended to help customers make better-informed decisions and reduce manufacturing costs and lead times. Xfactory® is designed to track all aspects of discrete manufacturing production maintaining historically accurate records as well as real-time production information, defect tracking, complete product genealogy and integration into enterprise software systems. Xfactory® is intended to benefit manufacturing customers by reducing work in progress, lowering cost of errors, and lowering cost of compliance with government regulations, while limiting the amount of rework and increasing product revenue. The Xfactory® suite includes a process knowledge and control module based on our FactoryLink product. In November 2001, we announced the worldwide release of our newest version of Xfactory®. Xfactory® 2.0 is intended to enhance real-time visibility and decision-making, performance monitoring, analysis and reporting and data management.

We recently implemented a plan to optimize our distribution strategy to increase market coverage by focusing our sales efforts through selected distributors, who provide the level of support and expertise needed in the industrial automation market, systems integrators, original equipment manufacturers and end customers. We have channel support locations in the United States and Europe and our distributors have sales locations throughout North and South America, Europe, the Far East and the Middle East.

Forward Looking Statements

This document contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 regarding revenues, margins, operating expenses, earnings, growth rates and certain business trends that are subject to risks and uncertainties that could cause actual results to differ materially from the results described herein. Specifically, the ability to grow product and service revenues may not continue and we may not be successful in developing new products, product enhancements or services on a timely basis or in a manner that satisfies customers' needs or achieves market acceptance. Other factors that could cause actual results to differ materially are: competitive pricing and supply, market acceptance and success for service offerings, short-term interest rate fluctuations, general economic conditions, employee turnover, possible future litigation, and related uncertainties on future revenue and earnings as well as the risks and uncertainties set forth from time to time in our other public reports and filings and public statements. Recipients of this document are cautioned to consider these risks and uncertainties and to not place undue reliance on these forward-looking statements. See "Business" in Part I, Item 1 of our Annual Report on Form 10-K for the period ended December 31, 2001 for a discussion of other important factors that could affect the validity of any such forward-looking statement. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by these cautionary statements.

Results of Operations

The following table presents selected financial information relating to our financial condition and results of operations and should be read in conjunction with the consolidated financial statements and

notes included herein. The table sets forth, for the periods indicated, our statement of operations as a percentage of revenues.

	Three Months Ended June 30,		**Six Months Ended June 30,**	
	2002	**2001**	**2002**	**2001**
Revenues:				
Product license	85%	86%	84%	86%
Services	15%	14%	16%	14%
Total revenues	100%	100%	100%	100%
Operating expenses:				
Selling and product materials	72%	64%	74%	65%
Product development	15%	12%	15%	13%
General and administrative	29%	22%	29%	27%
Restructuring charge	0%	0%	7%	0%
Total operating expenses	116%	98%	125%	105%
Income (loss) from operations	-16%	2%	-25%	-5%
Interest expense	-1%	-1%	-1%	-1%
Other income, net	0%	0%	0%	0%
Net income (loss)	-17%	1%	-26%	-6%

	Three Months Ended June 30,		Six Months Ended June 30,	
Dividends on preferred stock, preferred stock warrant and beneficial conversion	-25%	-17%	-26%	-120%
Net loss applicable to common stockholders	-42%	-16%	-52%	-126%

Comparison of Three Months Ended June 30, 2002 and 2001

Total revenues for the quarter ended June 30, 2002 were $2.7 million, a decrease of $1.1 million when compared to $3.8 million in revenues for the same period in 2001. Product licensing revenue decreased $1.0 million and revenue from services decreased $109,000. The decrease in product licensing revenue is primarily due to longer cycle times for sales to close when compared to the second quarter of 2001, resulting in 12% of open sales opportunities greater than $25,000 closing in the second quarter of 2002 versus 42% for the same period in 2001. In addition, the second quarter of 2001 included approximately $550,000 related to a software license sale to a single customer. Purchases of software licenses continue to be delayed which is attributed to the continuing uncertain economic environment. This continued economic uncertainty could affect buying decisions going forward making revenue and operating results more difficult to forecast.

Selling and product materials expenses for the quarter ended June 30, 2002 were $2.0 million, a decrease of $523,000 when compared to $2.5 million for the same period in 2001. The decrease is a result of decreased sales, marketing and technical support services totaling $417,000 primarily attributed to decreases in travel, consulting services and personnel (2 employees in marketing and 1 in sales). In addition, variable cost of sales, which includes royalty expenses, decreased $93,000 primarily due to the decrease in revenue. Selling and product materials expenses as a percentage of revenues increased to 72% for the quarter ended June 30, 2002 from 64% for the same period in 2001 due to the decrease in revenues.

Product development expenses for the quarter ended June 30, 2002, net of amounts capitalized, were $402,000, a decrease of $61,000 when compared to $463,000 for the same period in 2001. Product

development expenses consist primarily of labor costs. The decrease in 2002 is due to lower engineering development activities related to the next major release of our FactoryLink product line. We capitalized $205,000 of development costs in the quarter ended June 30, 2002 and $501,000 for the same period in 2001. Product development expenses as a percentage of revenues increased to 15% for the quarter ended June 30, 2002 from 12% for the same period in 2001.

General and administrative expenses for the quarter ended June 30, 2002 were $791,000, a decrease of $47,000 when compared to $838,000 for the same period in 2001. The decrease in general and administrative expenses is due to approximately $194,000 in the second quarter of 2001 in consulting fees related to operational assistance in executing cost cutting initiatives resulting from the 2000 restructuring plans in addition to further cost cutting initiatives to be implemented throughout 2001. Information technology, telecommunication and other expenses decreased $62,000, $50,000 and $73,000, respectively, as a direct result of these cost cutting initiatives. The $47,000 decrease is net of a settlement of amounts owed for consulting services incurred in 2000. Under the terms of the settlement arrangement, $332,000 of accrued consulting expenses was forgiven and the accrual was reversed in the second quarter of 2001. General and administrative expenses as a percentage of revenues increased to 29% for the quarter ended June 30, 2002 from 22% for the same period in 2001 due to the decrease in revenues.

As a result of the factors discussed above, we recorded a loss from operations of $435,000 for the quarter ended June 30, 2002, compared to income from operations of $61,000 for the same period in 2001.

Comparison of Six Months Ended June 30, 2002 and 2001

Total revenues for the six months ended June 30, 2002 were $5.3 million, a decrease of $2.0 million when compared to $7.3 million in revenues for the same period in 2001. Product licensing revenue decreased $1.9 million and revenue from services decreased $139,000. The decrease in product licensing revenue is primarily due to longer cycle times for sales to close when compared to the same period in 2001, resulting in an average of 8% of open sales opportunities greater than $25,000 closing in the first six months of 2002 versus 34% for the same period in 2001. In addition, the six months ended 2001 included approximately $550,000 related to a software license sale to a single customer. Purchases of software licenses continue to be delayed which is attributed to the continuing uncertain economic environment. This continued economic uncertainty could affect buying decisions going forward making revenue and operating results more difficult to forecast.

Selling and product materials expenses for the six months ended June 30, 2002 were $3.9 million, a decrease of $814,000 when compared to $4.7 million for the same period in 2001. The decrease is a result of decreased sales, marketing and technical support services totaling $694,000 primarily attributed to decreases in travel, consulting services and personnel (2 employees in marketing and 1 in sales). In addition, capitalized software amortization decreased $90,000 due to software being fully amortized or written off after June 30, 2001. The remaining decrease is from lower variable cost of sales due to the decrease in revenue. Selling and product materials expenses as a percentage of revenues increased to 74% for the six months ended June 30, 2002 from 65% for the same period in 2001 due to the decrease in revenues.

Product development expenses for the six months ended June 30, 2002, net of amounts capitalized, were $781,000, a decrease of $172,000 when compared to $953,000 for the same period in 2001. Product development expenses consist primarily of labor costs. The decrease in 2002 is due to lower engineering development activities related to the next major release of our FactoryLink® product line. We capitalized $456,000 of development costs in the six months ended June 30, 2002 and $652,000 for the same period in 2001. We intend to continue to invest in product development for both our software product lines to keep up with customer needs and technology. Product development expenses as a

percentage of revenues increased to 15% for the six months ended June 30, 2002 from 13% for the same period in 2001.

General and administrative expenses for the six months ended June 30, 2002 were $1.5 million, a decrease of $478,000 when compared to $2.0 million for the same period in 2001. The decrease in general and administrative expenses is due to 2001 including approximately $406,000 in consulting fees related to operational assistance in executing the cost cutting initiatives resulting from the 2000 restructuring plans in addition to further cost cutting initiatives to be implemented throughout 2001. Information technology, telecommunication and other expenses decreased $319,000, $64,000 and $21,000, respectively, as a direct result of these cost cutting initiatives. The $478,000 decrease is net of a settlement of amounts owed for consulting services incurred in 2000. Under the terms of the settlement arrangement, $332,000 of accrued consulting expenses was forgiven and the accrual was reversed in the second quarter of 2001. General and administrative expenses as a percentage of revenues increased to 29% for the six months ended June 30, 2002 from 27% for the same period in 2001 primarily due to the decrease in revenues.

On March 19, 2002, we entered into a Fourth Amendment to our Office Lease Agreement with Crescent Real Estate Funding VIII, L.P. (the "Landlord") which provides for, among other things, the Landlord removing approximately 44,400 square feet of rentable excess office space. In connection with the Fourth Amendment, we recorded a $356,000 restructuring charge for the consultant who assisted us in the negotiations.

As a result of the factors discussed above, we recorded a loss from operations of $1.3 million for the six months ended June 30, 2002, compared to a loss from operations of $417,000 for the same period in 2001.

Critical Accounting Policies

In preparing our financial statements, management is required to make estimates and assumptions that, among other things, affect the reported amounts of assets and liabilities and reported amounts of revenues and expenses. These estimates are most significant in connection with our most critical accounting polices, namely our accounting policies that are most important to the portrayal of our financial condition and results and require management's most difficult, subjective or complex judgments. These judgments often result from the need to make estimates about the effects of matters that are inherently uncertain. The following is a brief discussion of the more critical accounting policies and methods that we use.

Significant Estimates and Assumptions

Our management has made a number of estimates and assumptions related to the reporting of assets and liabilities in preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States of America. The most significant estimates relate to the allowance for doubtful accounts, the determination of the recoverability of property and equipment, capitalized software development costs, software held for resale, and the valuation of deferred tax assets.

In determining the adequacy of the allowance for doubtful accounts, management considers a number of factors, including the aging of the receivable portfolio, customer payment trends, financial condition of the customer, economic conditions in the customer's country and industry conditions. For the period ended June 30, 2002, we did not experience any charges to bad debt expense, however, due to the general weakening of the economy, there can be no assurance that this trend will continue. Actual amounts could differ significantly from management's estimates. The allowance for doubtful accounts at June 30, 2002 was $111,000 or approximately 5% of total accounts receivable.

Management assesses the recoverability of property and equipment, capitalized software development costs and software held for resale by determining the estimated future cash flows related to such assets. Management reviews these assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is generally measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is equal to the amount by which the carrying amounts of the assets exceed the fair values of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value, less costs to sell.

Management's estimates of future cash flows are based in part upon prior performance, industry conditions, economic conditions, technology trends and customer relationships. Changes in these factors or other factors could result in significantly different cash flow estimates and an impairment charge.

In assessing the realizability of deferred income tax assets, management considers whether it is more likely than not that the deferred income tax assets will be realized. The ultimate realization of deferred income tax assets is dependent on the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management has fully reserved all deferred tax assets to the extent such assets exceed deferred tax liabilities.

Revenue Recognition

We earn revenue primarily from license fees, maintenance fees and professional services sold through direct sales or through our channel partners. The license arrangements, do not provide for a right of return, and are primarily non-transferable and non-exclusive perpetual licenses. We offer two types of maintenance fees: one that provides the customer the right to telephone support and to receive error and bug fix releases and one that provides upgrade version releases of the product during the maintenance term.

We recognize revenue in accordance with Statement of Position 97-2, *Software Revenue Recognition* ("SOP 97-2"), as amended by SOP 98-9, and we generally recognize revenue when all of the following criteria are met as set forth in paragraph 8 of SOP 97-2: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred; (3) the fee is fixed or determinable; and (4) collectibility is probable. Each of the four criteria above is defined as follows:

Persuasive evidence of an arrangement exists. It is customary practice to have a written contract, which is signed by both the customer and us or, in situations where a contract is not required, a customer purchase order has been received.

Delivery has occurred. Our software may be either physically or electronically delivered to the customer. Delivery is deemed to have occurred upon the delivery of the electronic code or the shipment of the physical product based on standard contractual committed shipping terms, whereby risk of loss passes to the customer when shipment is picked up by the carrier. If undelivered products or services exist in an arrangement that is essential to the functionality of the delivered product, delivery is not considered to have occurred until these products or services are delivered as described above.

The fee is fixed or determinable. Our customers generally pay a per-license fee that is based on the number of servers on which the software is installed, the size of the application that they will develop for the software, the options provided for those servers, and the number of client workstations that access with the server. Additional license fees are due when the total number of subscribers using our products increases beyond the specified number for which a license was purchased or when additional

options are added. License fees are generally due within 30-45 days from product delivery in the United States and within 30 - 60 days from product delivery internationally.

Collectibility is probable. Collectibility is assessed on a customer-by-customer basis. We typically sell to customers with high credit ratings and solid payment practices. New customers are subjected to a credit review process, in which we evaluate the customers' financial position and ultimately their ability to pay. If it is determined from the outset of an arrangement that collectibility is not probable based upon our credit review process, revenue is recognized as cash payments are received.

We allocate revenue on software arrangements involving multiple elements to each element based on the relative fair value of each element. Our determination of fair value of each element in multiple element arrangements is based on vendor-specific objective evidence ("VSOE"). We limit our assessment of VSOE to the price charged when the same element is sold separately. We have analyzed all of the elements included in our multiple-element arrangements and determined that we have sufficient VSOE to allocate revenue to maintenance and support services and professional service components of our license arrangements. We sell our professional services separately, and have established VSOE on this basis. VSOE for maintenance and support services is based on the customer's annual renewal rates for these elements. Accordingly, assuming all other revenue recognition criteria are met, revenue from licenses is recognized on delivery using the residual method in accordance with SOP 98-9, and revenue from maintenance and support services is recognized ratably over the respective term.

Professional services generally are not essential to the functionality of the software. Our software products are fully functional upon delivery and implementation and do not require any significant modification or alteration. Customers purchase these professional services to facilitate the adoption of our technology and dedicate personnel to participate in the services being performed, but they may also decide to use their own resources or appoint other professional service organizations to provide these services. Software products are typically billed separately and independently from professional services, which are generally billed either on a time-and-materials or a milestone-achieved basis. We generally recognize revenue from professional services as the services are performed.

Capitalized Software Development

Software development costs incurred prior to establishing technological feasibility are charged to operations and included in product development costs. Software development costs incurred after establishing technological feasibility, and purchased software costs, are capitalized and amortized on a product-by-product basis when the product is available for general release to customers. We establish technological feasibility when we have completed all planning, designing, coding and testing activities necessary to determine that the final product meets its design specifications, specifically when we have completed a detail program design and are ready to begin coding. Annual amortization, which is charged to selling and product materials, is the greater of (i) the amount computed using the ratio that current gross revenues for a product bear to the total of current and anticipated future gross revenues for that product, or (ii) the straight-line method over the remaining estimated economic life of the product. We amortize capitalized software development and purchased software costs using the straight-line method over the remaining estimated economic life of the product, generally three years.

Liquidity and Capital Resources

Our operating activities provided $606,000 of cash for the six months ended June 30, 2002, compared to using $1.4 million for the same period in 2001. The significant items contributing to cash provided by operations for the six months ended June 30, 2002 was a $362,000 decrease in accounts receivable, $1.7 million added back for depreciation and amortization, partially offset by a net loss of $1.4 million. Contributing to cash used in operations for the six months ended June 30, 2001 was a

16

$407,000 decrease in accrued compensation and benefits, primarily due to severance payments related to the 2000 restructuring plans, a $1.6 million decrease in accounts payable, a net loss of $508,000 and $1.7 million in net cash used in discontinued operations. This was partially offset by net collections on accounts receivable of $1.0 million and $1.8 million for depreciation and amortization.

Net cash used in investing activities was $696,000 for the six months ended June 30, 2002, compared to using $504,000 for the same period in 2001. The increase in cash used in investing activities is due to a $179,000 increase in capital expenditures, primarily due to paying the first payment related to the source code license agreement discussed in Note 3. In addition, we received a $209,000 leasehold improvement refund in the first quarter of 2001. Offsetting the increase in cash used in investing activities for the six months ended 2002 was a decrease in capitalized software development cost of $196,000.

Net cash used in financing activities was $679,000 for the six months ended June 30, 2002, compared to net cash provided by financing activities of $2.1 million for the same period in 2001. During 2002, we paid $1.2 million related to our debt obligations, of which $775,000 was for our revolving line of credit, partially offset by borrowings under our line of $400,000 and other borrowings of $138,000. Contributing to cash provided by financing activities during the first quarter of 2001 was $1.4 million in net proceeds related to issuing 37,500 shares of our Series C-1 Convertible Preferred Stock, borrowing $1.4 million under our revolving line of credit and $431,000 in other borrowings, partially offset by $1.2 million in payments on our debt obligations.

Our working capital requirements have been funded through internally generated funds, the $3.0 million revolving credit facility and various equity and debt financings from SCP and Safeguard Scientifics, Inc. Based on our most recent business plan, we currently anticipate that our ongoing working capital requirements will continue to be funded through internally generated funds, our revolving credit facility and $850,000 available under the equity financing arrangement with SCP discussed below. We believe such sources of funds will be sufficient to satisfy our operating and debt service cash needs for the foreseeable future. However, based on the conditional financing arrangements of our revolving credit facility, there can be no assurance that we will be able to obtain any additional debt funding on terms acceptable to us, if at all. If necessary, we will delay certain operating and capital expenditures until adequate financing is obtained. In the event we are unable to secure sufficient debt or equity financing and our cash flows from operations are not sufficient to meet future cash requirements, our operations would be materially adversely affected.

Equity Financings

On March 30, 2001, we entered into a Series C Preferred Stock Purchase Agreement with SCP whereby we issued through a private placement 37,500 shares of our Series C-1 Preferred and a warrant to purchase up to 75,000 shares of Series C-2 Preferred to SCP for $1.5 million. In addition, SCP committed to purchase an additional 37,500 shares of Series C-1 Preferred ("Option Stock") at $40 per share ($1.5 million) contingent upon specified monthly target provisions through December 31, 2001. SCP and Safeguard 2000 Capital, L.P. ("Safeguard 2000") hold warrants exercisable for 5,300,000 shares and 5,300,000 shares, respectively, of eMake Corporation, our discontinued wholly-owned subsidiary, Series A-1 and A-2 Preferred Stock, which are convertible into a total of 265,000 shares of our Series B Convertible Preferred Stock. As an additional condition to this equity financing, SCP and Safeguard 2000 agreed not to convert upon exercise of eMake warrants to acquire Series A-1 and A-2 Preferred Stock, respectively.

On July 20, 2001, we exercised our right to sell 16,250 shares of the Option Stock to SCP. We received $635,596 in cash, net of transaction costs, in exchange for the shares. As of June 30, 2002, 53,750 shares of Series C-1 Preferred are issued and outstanding, and we have received $2.1 million, net of transaction costs, in total proceeds.

On March 8, 2002, USDATA and SCP entered into a First Amendment to the Series C Preferred Stock Purchase Agreement (the "Agreement"). The Agreement extended the Option Stock exercise period to December 31, 2002, deleted the specified monthly target provisions and provided for additional warrant coverage equal to 50% of the remaining Option Stock, or 10,625 shares. All other terms of the original Series C Preferred Stock Purchase Agreement were unchanged. The Agreement was unanimously approved by the disinterested members of our Board of Directors on March 8, 2002. As of June 30, 2002, we had not exercised our right to sell any shares of the remaining Option Stock and have $850,000 available under this equity arrangement.

As of March 31, 2002, we have issued 50,000 shares of our Series A Convertible Preferred Stock ("Series A Preferred") with a liquidation preference of $100 per share, plus cumulative dividends; 265,000 shares of our Series B Convertible Preferred Stock ("Series B Preferred") with a liquidation preference of $100 per share, plus cumulative dividends; 53,750 shares of our Series C-1 Preferred with a liquidation preference of $80 per share, plus cumulative dividends; and a warrant for the purchase of 75,000 shares of our Series C-2 Preferred (and collectively, with the Series C-1 Preferred, the "Series C Preferred") with a liquidation preference of $120 per share, plus cumulative dividends.

The Series C Preferred ranks senior to all other classes and series of our capital stock with respect to dividend rights, rights on liquidation, dissolution and winding up, and the Series B Preferred ranks senior to the holders of the Series A Preferred with respect to dividend rights, rights on liquidation, dissolution and winding up. In the event of any liquidation, merger, acquisition, dissolution or winding up of USDATA, whether voluntary or involuntary, the preferred stockholders shall be entitled to preferential distribution of up to approximately $50.0 million in value, prior and in preference to any distribution of any of our assets or surplus funds to the holders of our common stock. For example on an as-converted basis, the holders of Series C Convertible Preferred Stock would be entitled to up to $15.0 million in value prior to any distribution to common stockholders, the holders of Series B Convertible Preferred Stock would be entitled to up to $29.0 million in value prior to any distribution to common stockholders, and the holders of Series A Convertible Preferred Stock would be entitled to up to $6.0 million in value prior to any distribution to common stockholders.

Debt Financings

On January 15, 2002, we renewed our revolving credit facility ("Credit Facility") with JPMorgan Chase. The Credit Facility provides for $3.0 million in revolving credit availability through January 31, 2003 and bears interest at the prime rate plus 1.5% per annum. The Credit Facility has a commitment fee of 1.5% per annum on the total commitment of up to $3.0 million, is collateralized by certain of our foreign accounts receivable and is guaranteed by Export-Import Bank of the United States for 90% of principal and interest. Availability under the credit facility is subject to a borrowing base calculation, which varies each month depending on billings and cash collections. In addition, we must be in compliance with certain debt covenants.

We were not in compliance with the tangible net worth debt covenant for the periods ended March 31, April 30, and May 31, 2002. In addition, we did not comply with the earnings before interest, taxes, depreciation and amortization ("EBITDA") debt covenant for the quarter ended March 31, 2002. On April 15, 2002 and on July 12, 2002, we received two separate waivers from the lending bank waiving these defaults under the credit facility. In connection with the waiver received on April 15, 2002, the interest rate under the facility increased by 75 basis points to the prime rate plus 2.25% per annum. On July 12, 2002, the lending bank amended both debt covenants going forward beginning in June 2002 to be consistent with our most recent business plan. As a result, we complied with both debt covenants as of June 30, 2002. At June 30, 2002 and December 31, 2001, $770,000 and $1.1 million, respectively, were drawn on the credit facility and are included in current liabilities. Based on the qualifying borrowing base arrangement under the credit facility, total remaining availability at July 9, 2002 was $565,369.

The following table summarizes our contractual obligations related to debt, capital leases and operating leases at June 30, 2002:

(in thousands)	**Commitment Per Period**				
	Total	**2002**	**2003**	**2004**	**Thereafter**
Revolving line of credit	$ 770	$ 770	$	$	$
Long-term debt and other debt	768	386	311	71	
Capital leases	199	30	62	64	43
Operating leases	7,222	406	800	807	5,209
	$ 8,959	$ 1,592	$ 1,173	$ 942	$ 5,252

International Operations

Our international revenues represented approximately 67% of our total revenue during 2001. For the six months ended June 30, 2002, approximately 70% of total revenues were derived from our international customers. Revenues from international operations are subject to various political and economic risks including, but not limited to, the following: political instability; economic instability; currency controls; currency devaluations; exchange rate fluctuations; potentially unstable channels of distribution; increased credit risks; export control laws that might limit the markets we can enter; inflation; changes in laws related to foreign ownership of businesses abroad; foreign tax laws; trade disputes among nations; changes in cost of capital; changes in import/export regulations, including enforcement policies; "gray market" resales; tariffs and freight rates. Such risks and other factors beyond our control in any nation where we conduct business could have a material adverse effect on our operations.

Nasdaq Compliance Notices

On February 14, 2002, we received a letter from The Nasdaq Stock Market notifying us that over the previous 30 consecutive trading days, our common stock had not maintained a minimum market value of publicly held shares ("MVPHS") of $5.0 million as required for continued listing on The Nasdaq National Market under Marketplace Rule 4450(a)(2) (the "Rule"). In accordance with Nasdaq Marketplace Rule 4450(e)(1), we were provided 90 calendar days, or until May 15, 2002, to regain compliance.

As of May 8, 2002, we had not regained compliance with the Rule and applied to transfer our securities to The Nasdaq SmallCap Market. On June 11, 2002, our application was approved and our securities were transferred to The Nasdaq SmallCap Market at the opening of business on June 12, 2002.

On July 23, 2002, we received a notice from The Nasdaq SmallCap Market that for the last 30 consecutive trading days, the price of our common stock had closed below the minimum $1.00 per share requirement for continued inclusion under Marketplace Rule 4310(c)(4). In accordance with Marketplace Rule 4310(c)(8)(D), we have 180 days, or until January 21, 2003, to regain compliance. If, at anytime before January 21, 2003 our common stock closes at $1.00 per share or more for a minimum of 10 consecutive trading days, we will have regained compliance. There can be no assurance that we will be able to regain compliance by January 21, 2003. If we are unable to regain compliance and receive a de-listing notification from Nasdaq, we may appeal to a Listing Qualifications Panel.

Recent Accounting Pronouncements

On June 30, 2001, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standard ("SFAS") No.s 141 and 142, "Business Combinations" and "Goodwill

and Other Intangible Assets," respectively. SFAS No. 141 requires all business combinations initiated after June 30, 2001 to be accounted for using the purchase method. SFAS 142 requires that ratable amortization of goodwill be replaced with periodic fair-value based tests of the goodwill's impairment and that intangible assets other than goodwill be amortized over their useful lives. Additionally, under the provision of the new accounting standard, an acquired intangible asset should be separately recognized if the benefit of the intangible asset is obtained through contractual or other legal rights, or if the intangible asset can be sold, transferred, licensed, rented, or exchanged, regardless of the acquirer's intent to do so. SFAS 141 is effective for all business combinations initiated after June 30, 2001 and for all business combinations accounted for by the purchase method for which the date of acquisition is after June 30, 2001. The provisions of SFAS 142 are effective for fiscal years beginning after December 15, 2001, and we have adopted the provisions, as required, in fiscal year 2002. Adoption of SFAS No. 141 and No. 142 did not have a material impact on our consolidated results of operations or financial position.

In June 2001, the FASB issued Statement No. 143, "Accounting for Asset Retirement Obligations", which addresses financial accounting and reporting obligations associated with the retirement of tangible long-lived assets and the associated asset retirement costs. The standard applies to legal obligations associated with the retirement of long-lived assets that result from the acquisition, construction, development and (or) normal use of the asset. Statement No. 143 requires that the fair value of a liability for an asset retirement obligation be recognized in the period in which it is incurred if a reasonable estimate of fair value can be made. The fair value of the liability is added to the carrying amount of the associated asset and this additional carrying amount is depreciated over the life of the asset. The liability is accreted at the end of each period through charges to operating expense. If the obligation is settled for other than the carrying amount of the liability, we will recognize a gain or loss on settlement. We are required to adopt the provisions of Statement No. 143 no later than the beginning of fiscal year 2003, with early adoption permitted. We will adopt this statement for fiscal year 2003 and do not expect its adoption to have a material effect on our consolidated results of operations or financial position.

In October 2001, the FASB issued Statement No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets", which addresses financial accounting and reporting for the impairment or disposal of long-lived assets. While Statement No. 144 supersedes FASB Statement No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of", it retains many of the fundamental provisions of that Statement. Statement No. 144 became effective for fiscal years beginning after December 15, 2001. Adoption of this statement did not have a material effect on our consolidated results of operations or financial position.

In April 2002, the FASB issued Statement No. 145, "Revision of FASB Statements No. 4, 44, and 64, Amendment of FASB Statement No. 13, and Technical Corrections." Statement No. 145 rescinds Statement No. 4, "Reporting Gains and Losses from Extinguishment of Debt" and an amendment of Statement No. 4, Statement No. 64, "Extinguishments of Debt Made to Satisfy Sinking-Fund Requirements." Statement No. 145 also rescinds Statement No. 44, "Accounting for Intangible Assets of Motor Carriers". Statement No. 145 amends Statement No. 13, "Accounting for Leases," to eliminate an inconsistency between the required accounting for sale-leaseback transactions and the required accounting for certain lease modifications that have economic affects that are similar to sale-leaseback transactions. Statement No. 145 also amends other existing authoritative pronouncements to make various technical corrections, clarify meanings, or describe their applicability under changed conditions. Under Statement No. 4, all gains and losses from extinguishment of debt were required to be aggregated and, if material, classified as an extraordinary item, net of related income tax effect. Statement No. 145 eliminates Statement No. 4, and, thus the exception to applying Opinion 30 to all gains and losses related to extinguishments of debt (other than extinguishments of debt to satisfy sinking-fund requirements). As a result, gains and losses from extinguishment of debt should be

classified as extraordinary items only if they meet the criteria in Opinion 30. Applying the provisions of Opinion 30 will distinguish transactions that are part of an entity's recurring operations from those that are unusual or infrequent or that meet the criteria for classification as an extraordinary item. Statement No. 145 becomes effective for fiscal years beginning after May 15, 2002, with early applications encouraged. Adoption of this statement is not expected to have a material effect on our consolidated results of operations or financial position.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our exposure to market risk associated with changes in interest rates relates to our variable rate bank note payable of $100,000 and our revolving line of credit of $770,000. Interest rate risk is estimated as the potential impact on our results of operations or financial position due to a hypothetical change of 50 basis points in quoted market prices. This hypothetical change would not have a material effect on our results of operations and financial position.

A significant portion of our revenues is derived from foreign operations (67% at December 31, 2001). We primarily invoice and collect in U.S. dollars. Risk resulting from foreign currency exposure is therefore minimal.

PART II. OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits (filed as part of this report).

99.1 Sarbanes Oxley Certification of Chief Executive Officer

99.2 Sarbanes Oxley Certification of Chief Financial Officer

(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.

USDATA CORPORATION

Date: August 9, 2002 /s/ ROBERT A. MERRY

Robert A. Merry
President, Chief Executive Officer
and Director
(Principal Executive Officer)

Date: August 9, 2002 /s/ JENNIFER P. DOOLEY

Jennifer P. Dooley
Chief Financial Officer
(Principal Financial and Accounting Officer)
