1 2 3 4 5 6 7 8 9	JOHN M. McCOY III, Cal. Bar No. 166244 Regional Trial Counsel Email: mccoyj@sec.gov LORRAINE B. ECHAVARRIA, Cal. Bar No. 191860 E-mail: echavarrial@sec.gov KAROL L.K. POLLOCK, Cal. Bar No. 77009 Email: pollockk@sec.gov MELISSIA A. BUCKHALTER-HONORE, Louisiana Bar No. 23429 Email: buckhalter-honorem@sec.gov Attorneys for Plaintiff Securities and Exchange Commission Rosalind R. Tyson, Regional Director Michele Wein Layne, Associate Regional Director 5670 Wilshire Boulevard, 11th Floor Los Angeles, California 90036 Telephone: (323) 965-3908 Facsimile: (323) 965-3908						
10 11	UNITED STATES DISTRICT COURT						
12							
13	SECURITIES AND EXCHANGE	Case No.					
14	COMMISSION,	COMPLAINT FOR					
15	Plaintiff,	VIOLATIONS OF THE FEDERAL SECURITIES					
16	VS.	LAWS					
17	BRETT C. MAAS,						
18	Defendant.						
19	Plaintiff Securities and Exchange Con	nmission ("Commission")					
20	alleges as follows:						
21	JURISDICTION AND VENUE						
22	1. This Court has jurisdiction over this action pursuant to Sections						
23	21(d)(1), 21(e), 21A(a)(1)(A), and 27 of the Securities Exchange Act of						
24	1934 ("Exchange Act"), 15 U.S.C. §§ 78u(d)(1), 78u(e), 78u-1(a)(1)(A), &						
25	78aa. Defendant has, directly or indirectly, made use of the means or						
26	instrumentalities of interstate commerce, of the mails, or of the facilities of a						
27	national securities exchange in connection with the transactions, acts,						
28	practices, and courses of business alleged in this Complaint.						

2. Venue is proper in this district pursuant to Section 27 of the Exchange Act, 15 U.S.C. § 78aa, because certain of the transactions, acts, practices, and courses of business constituting violations of the federal securities laws occurred within this district, and defendant resides within this district.

SUMMARY

7 3. This matter involves unlawful insider trading in the securities of 8 Manatron, Inc. ("Manatron") by defendant, Brett C. Maas ("Maas"), the 9 owner and president of Hayden Communications, Inc. ("Hayden"), an investor relations firm hired by Manatron. Maas purchased shares of 10 Manatron stock on January 14, 2008, immediately after he learned of a 11 pending acquisition of Manatron by an affiliate of Thoma Cressey Bravo. 12 After the merger was announced on January 15, 2008, Maas sold all his 13 Manatron shares, realizing a profit of \$59,077.31. 14

4. By engaging in the conduct described in this Complaint, Maas
violated the antifraud provisions of Section 10(b) of the Exchange Act, 15
U.S.C. § 78j(b), and Rule 10b-5 thereunder, 17 C.F.R. § 240.10b-5. The
Commission seeks a judgment permanently enjoining Maas against future
violations of the federal securities laws, ordering disgorgement of ill-gotten
gains and prejudgment interest thereon, and imposing a civil penalty.

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THE DEFENDANT

5. Brett C. Maas, 32, is a resident of Glendale, Arizona. Maas is
the owner of Hayden. Hayden entered into a contract with Manatron on
April 1, 2002 to perform strategic market analyses and investor relations
services.

RELATED ENTITIES

27 6. Manatron, Inc. ("Manatron") is a Michigan corporation
28 headquartered in Kalamazoo, Michigan. Manatron provides data processing

systems for local governments. Until its acquisition by TCB on April 1,
 2008, Manatron's common stock traded on the Nasdaq Global Market under
 the symbol "MANA."

7. Thoma Cressey Bravo ("TCB") is a Delaware corporation
headquartered in Chicago, Illinois. TCB is a private equity firm providing
services in growth capital, family business, and other recapitalizations.

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THE DEFENDANT'S FRAUDULENT CONDUCT

8 8. Hayden hired Maas as a consultant in 2002. In 2006, Maas
 9 purchased Hayden from its prior owner. Maas's employment
 10 responsibilities included reviewing press releases for Hayden clients.
 11 Manatron became a client of Hayden on or about April 1, 2002.

In 2007, Manatron began merger negotiations with an affiliate 12 9. of Thoma Cressey Bravo ("TCB"), a private equity firm. On January 14, 13 2008, Manatron's chief executive officer contacted Hayden's regional vice-14 president to inform him of material, nonpublic information concerning 15 TCB's agreement to acquire Manatron. Immediately thereafter, Hayden's 16 regional vice-president informed Maas of the material, nonpublic 17 information concerning TCB's agreement to acquire Manatron, which was 18 19 consistent with company practice that information of this nature be communicated to Maas. 20

10. On January 14, 2008, shortly after receiving the material,
nonpublic information about TCB's agreement to acquire Manatron, Maas
purchased 20,000 shares of Manatron stock at an average price of \$8.35 per
share, for a total purchase price of \$172,490.47.

11. Prior to the market opening on January 15, 2008, Manatron and
TCB announced their pending merger. Manatron's stock price rose by
\$2.82, or approximately 32% from the prior day's close. The trading
volume rose from an average of 8,500 shares traded per day to 630,000

shares traded on the day of the merger announcement.

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12. On January 15, 2008, Maas sold all 20,000 of his Manatron shares at an average price of \$11.58 per share, realizing a total sales price of \$231,567.78, and a profit of \$59,077.31.

13. Maas engaged in unlawful insider trading in connection with
his purchase of Manatron shares prior to the public announcement of
Manatron's acquisition by TCB because he purchased those shares while in
possession of material, non-public information in breach of his duty of trust
and confidence to Manatron and its shareholders.

10 14. Maas acted with scienter. Maas knew, or was reckless in not
11 knowing, that the information he learned in the January 14, 2008 telephone
12 call about TCB's pending acquisition of Manatron was material, non-public
13 information. Maas knew he owed a duty of trust and confidence to
14 Manatron and its shareholders. Despite this knowledge, Maas purchased
15 20,000 shares of Manatron stock on January 14, 2008 on the basis of this
16 material, non-public information.

17	<u>CLAIM FOR RELIEF</u>								
18	FRAUD IN CONNECTION WITH THE								
19	PURCHASE OR SALE OF SECURITIES								
20	Violations of Section 10(b) of the Exchange Act								
21	and Rule 10b-5 Thereunder								
22	15. The Commission realleges and incorporates by reference								
23	paragraphs 1 through 14 above.								
24	16. Defendant Maas, by engaging in the conduct described above,								
25	directly or indirectly, in connection with the purchase or sale of a security,								
26	by the use of means or instrumentalities of interstate commerce, of the mails,								
27	or of the facilities of a national securities exchange, with scienter:								
28	a. employed devices, schemes, or artifices to defraud;								
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1	b. made untrue statements of a material fact or omitted to							
2	state a material fact necessary in order to make the							
3	statements made, in light of the circumstances under							
4	which they were made, not misleading; or							
5	c. engaged in acts, practices or courses of business which							
6	operated or would operate as a fraud or deceit upon other							
7	persons.							
8	17. By engaging in the conduct described above, defendant Maas							
9	violated, and unless restrained and enjoined will continue to violate, Section							
10	10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5 thereunder,							
11	17 C.F.R. § 240.10b-5.							
12	PRAYER FOR RELIEF							
13	WHEREFORE, the Commission respectfully requests that the Court:							
14	Ι.							
15	Issue a final judgment, in a form consistent with Fed. R. Civ. P. 65(d),							
16	permanently enjoining defendant Maas and his agents, servants, employees,							
17	and attorneys, and those persons in active concert or participation with any							
18	of them, who receive actual notice of the final judgment by personal service							
19	or otherwise, and each of them, from violating Section 10(b) of the							
20	Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5 thereunder, 17 C.F.R. §							
21	240.10b-5.							
22	II.							
23	Order defendant Maas to disgorge all ill-gotten gains from his illegal							
24	conduct, together with prejudgment interest thereon.							
25	III.							
26	Order defendant Maas to pay a civil penalty under Section 21A(a) of							
27	the Exchange Act, 15 U.S.C. § 78u-1(a).							
28	*							
	Case 2:08-cv-01947-MHM Document 5 Filed 10/23/2008 Page 5 of 6							

Retain jurisdiction of this action in accordance with the principles of equity and the Federal Rules of Civil Procedure in order to implement and carry out the terms of all orders and decrees that may be entered, or to entertain any suitable application or motion for additional relief within the jurisdiction of this Court.

V.

Grant such other and further relief as this Court may determine to be just and necessary.

DATED: October

nikhato-Honore

Melissia A. Buckhalter-Honore Attorney for Plaintiff Securities and Exchange Commission

CIVIL COVER SHEET

The JS 44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. (SEE INSTRUCTIONS ON THE REVERSE OF THE FORM.)

I. (a) PLAINTIFFS				DEFENDANTS				
SECURITIES AND EXCHANGE COMMISSION				BRETT C. MAAS				
(b) County of Residence of First Listed Plaintiff (EXCEPT IN U.S. PLAINTIFF CASES)				County of Residence of	f First Listed Defendant (IN U.S. PLAINTIFF CASES	Maricopa County		
				NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE LAND INVOLVED.				
(c) Attorney's (Firm Name	- Address and Telephone Number			Attorneys (If Known)				
 (C) Attorney's (Firm Name, Address, and Telephone Number) John M. McCoy III and/or Melissia A. Buckhalter-Honore (323) 965-3998 Securities and Exchange Commission 5670 Wilshire Boulevard, 11th Floor, Los Angeles, CA 90036 				Jonathan A. Shapiro Wilmer Hate 1117 S. California Avenue, F	(650) 858-6112 Palo Alto, CA 94304			
II. BASIS OF JURISI	DICTION (Place an "X" in	n One Box Only)			RINCIPAL PARTIES	S(Place an "X" in One Box for Plaintiff		
X 1 U.S. Government Image: Second system Plaintiff (U.S. Government Not a Party)			(For Diversity Cases Only) and One Box for Defendant) PTF DEF PTF DEF Citizen of This State □ 1 □ 1 Incorporated or Principal Place □ 4 □ 4 of Business In This State					
2 U.S. Government Defendant	4 Diversity (Indicate Citizenshi)	p of Parties in Item III)	Citize	en of Another State		Principal Place 🗇 5 🗇 5 A Another State		
				en or Subject of a reign Country	3 🖸 3 Foreign Nation	0606		
IV. NATURE OF SUI	T (Place an "X" in One Box Or	ıly)						
CONTRACT				DREETURE/PENALTY				
 110 Insurance 120 Marine 130 Miller Act 140 Negotiable Instrument 150 Recovery of Overpayment & Enforcement of Judgment 151 Medicare Act 152 Recovery of Defaulted Student Loans (Excl. Veterans) 153 Recovery of Overpayment of Veteran's Benefits 160 Stockholders' Suits 190 Other Contract 195 Contract Product Liability 196 Franchise REAL PROPERTY 210 Land Condennation 220 Foreclosure 230 Rent Lease & Ejectment 245 Tort Product Liability 290 All Other Real Property 	 315 Airplane Product Liability 320 Assault, Libel & Slander 330 Federal Employers' Liability 340 Marine 345 Marine Product Liability 350 Motor Vehicle 355 Motor Vehicle Product Liability 360 Other Personal Injury CEVEL RIGHTS 441 Voting 442 Employment 443 Housing/ Accommodations 444 Welfare 445 Amer. w/Disabilities - Employment 	 PERSONAL INJUR 362 Personal Injury - Med. Malpractic 365 Personal Injury - Product Liability 368 Asbestos Persona Injury Product Liability PERSONAL PROPER 370 Other Fraud 371 Tuth in Lending 380 Other Personal Property Damage Product Liability S85 Property Damage Product Liability PRISONER PETITION 510 Motions to Vacat Sentence Habeas Corpus: 530 General 535 Death Penalty 540 Mandarnus & Otl 555 Prison Condition 	- 0 62 e 0 62 - 0 63 - 0 63 - 0 63 - 0 65 - 0 65 - 0 65 - 0 72 - 0 72 - 0 72 - 0 72 - 0 73 - 73 - 74 - 79 - 79 - 79 - 79 - 79 - 79 - 79 - 79	0 Agriculture 0 Other Food & Drug 5 Drug Related Seizure of Property 21 USC 881 0 Liquor Laws 0 R.R. & Truck 0 Airline Regs. 0 Occupational Safety/Health 0 Other LABOR 0 Fair Labor Standards Act 0 Labor/Mgmt. Relations 0 Labor/Mgmt. Relations 0 Labor/Mgmt. Relations 0 Labor/Mgmt. Relations 0 Labor/Mgmt. Relations 0 Labor/Mgmt. Relations 1 Labor Litigation 1 Empl. Ret. Inc. Security Act IMMIGRATION 2 Naturalization Application 3 Habeas Corpus - Alien Detainee 5 Other Immigration Actions	□ 422 Appeal 28 USC 158 □ 423 Withdrawal 28 USC 157 □ 423 Withdrawal 28 USC 157 □ 820 Copyrights □ 820 Capyrights □ 830 Patent □ 840 Trademark □ 861 HIA (1395ff) □ 862 Black Lung (923) □ 863 DIWC/DIWW (405(g)) □ 864 SSID Title XVI □ 865 RSI (405(g)) □ TEDERAL TAX SUITS □ 870 Taxes (U.S. Plaintiff or Defendant) □ 871 IRS—Third Party 26 USC 7609	 470 Racketeer Influenced and Corrupt Organizations 480 Consumer Credit 490 Cable/Sat TV 810 Selective Service 850 Securities/Commodities/ Exchange 875 Customer Challenge 12 USC 3410 890 Other Statutory Actions 891 Agricultural Acts 		
V. ORIGIN (Place an "X" in One Box Only) I Original Proceeding 2 Removed from State Court 3 Remanded from Appellate Court 4 Reinstated or Reopened 5 Transferred from another district (specify) 6 Multidistrict Litigation 7 Judge from Magistrate Judgement								
VI. CAUSE OF ACTI	ON 15 U.S.C. § 78j(b) a Brief description of ca	and 17 C.F.R. § 240. use:	10b-5 the	ereunder.	al statutes unless diversity):			
VII. REQUESTED IN COMPLAINT:		ges violations of the f IS A CLASS ACTION 23		ECURITIES LAWS.	CHECK YES onl JURY DEMANI	y if demanded in complaint: D:		
VIII. RELATED CAS IF ANY	(See instructions):	JUDGE			DOCKET NUMBER			
10/23/2008 SIGNATURE OF ATTORNEY OF RECORD								
FOR OFFICE USE ONLY Amount Applying ifp Judge Mag. Judge								

INSTRUCTIONS FOR ATTORNEYS COMPLETING CIVIL COVER SHEET FORM JS 44

Authority For Civil Cover Sheet

The JS 44 civil cover sheet and the information contained herein neither replaces nor supplements the filings and service of pleading or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. Consequently, a civil cover sheet is submitted to the Clerk of Court for each civil complaint filed. The attorney filing a case should complete the form as follows:

I. (a) Plaintiffs-Defendants. Enter names (last, first, middle initial) of plaintiff and defendant. If the plaintiff or defendant is a government agency, use only the full name or standard abbreviations. If the plaintiff or defendant is an official within a government agency, identify first the agency and then the official, giving both name and title.

(b) County of Residence. For each civil case filed, except U.S. plaintiff cases, enter the name of the county where the first listed plaintiff resides at the time of filing. In U.S. plaintiff cases, enter the name of the county in which the first listed defendant resides at the time of filing. (NOTE: In land condemnation cases, the county of residence of the "defendant" is the location of the tract of land involved.)

(c) Attorneys. Enter the firm name, address, telephone number, and attorney of record. If there are several attorneys, list them on an attachment, noting in this section "(see attachment)".

II. Jurisdiction. The basis of jurisdiction is set forth under Rule 8(a), F.R.C.P., which requires that jurisdictions be shown in pleadings. Place an "X" in one of the boxes. If there is more than one basis of jurisdiction, precedence is given in the order shown below.

United States plaintiff. (1) Jurisdiction based on 28 U.S.C. 1345 and 1348. Suits by agencies and officers of the United States are included here.

United States defendant. (2) When the plaintiff is suing the United States, its officers or agencies, place an "X" in this box.

Federal question. (3) This refers to suits under 28 U.S.C. 1331, where jurisdiction arises under the Constitution of the United States, an amendment to the Constitution, an act of Congress or a treaty of the United States. In cases where the U.S. is a party, the U.S. plaintiff or defendant code takes precedence, and box 1 or 2 should be marked.

Diversity of citizenship. (4) This refers to suits under 28 U.S.C. 1332, where parties are citizens of different states. When Box 4 is checked, the citizenship of the different parties must be checked. (See Section III below; federal question actions take precedence over diversity cases.)

III. Residence (citizenship) of Principal Parties. This section of the JS 44 is to be completed if diversity of citizenship was indicated above. Mark this section for each principal party.

IV. Nature of Suit. Place an "X" in the appropriate box. If the nature of suit cannot be determined, be sure the cause of action, in Section VI below, is sufficient to enable the deputy clerk or the statistical clerks in the Administrative Office to determine the nature of suit. If the cause fits more than one nature of suit, select the most definitive.

V. Origin. Place an "X" in one of the seven boxes.

Original Proceedings. (1) Cases which originate in the United States district courts.

Removed from State Court. (2) Proceedings initiated in state courts may be removed to the district courts under Title 28 U.S.C., Section 1441. When the petition for removal is granted, check this box.

Remanded from Appellate Court. (3) Check this box for cases remanded to the district court for further action. Use the date of remand as the filing date.

Reinstated or Reopened. (4) Check this box for cases reinstated or reopened in the district court. Use the reopening date as the filing date.

Transferred from Another District. (5) For cases transferred under Title 28 U.S.C. Section 1404(a). Do not use this for within district transfers or multidistrict litigation transfers.

Multidistrict Litigation. (6) Check this box when a multidistrict case is transferred into the district under authority of Title 28 U.S.C. Section 1407. When this box is checked, do not check (5) above.

Appeal to District Judge from Magistrate Judgment. (7) Check this box for an appeal from a magistrate judge's decision.

 VI.
 Cause of Action.
 Report the civil statute directly related to the cause of action and give a brief description of the cause.
 Do not cite jurisdictional statutes

 unless diversity.
 Example:
 U.S. Civil Statute: 47 USC 553 Brief Description:
 Unauthorized reception of cable service

VII. Requested in Complaint. Class Action. Place an "X" in this box if you are filing a class action under Rule 23, F.R.Cv.P.

Demand. In this space enter the dollar amount (in thousands of dollars) being demanded or indicate other demand such as a preliminary injunction.

Jury Demand. Check the appropriate box to indicate whether or not a jury is being demanded.

VIII. Related Cases. This section of the JS 44 is used to reference related pending cases if any. If there are related pending cases, insert the docket numbers and the corresponding judge names for such cases.

Date and Attorney Signature. Date and sign the civil cover sheet.

UNITED STATES DISTRICT COURT

District of

Arizona

SECURITIES AND EXCHANGE COMMISSION

V. BRETT MAAS

SUMMONS IN A CIVIL ACTION

CASE NUMBER:

TO: (Name and address of Defendant)

Brett Maas 6745 N. 93rd Avenue, #1144 Glendale, Arizona 85305

YOU ARE HEREBY SUMMONED and required to serve on PLAINTIFF'S ATTORNEY (name and address)

John M. McCoy III Melissia A. Buckhalter-Honore Securities and Exchange Commission 5670 Wilshire Boulevard, 11th Floor Los Angeles, California 90036

an answer to the complaint which is served on you with this summons, within <u>20</u> days after service of this summons on you, exclusive of the day of service. If you fail to do so, judgment by default will be taken against you for the relief demanded in the complaint. Any answer that you serve on the parties to this action must be filed with the Clerk of this Court within a reasonable period of time after service.

CLERK

DATE

(By) DEPUTY CLERK