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11 **UNITED STATES DISTRICT COURT**
12 **DISTRICT OF ARIZONA**

13 SECURITIES AND EXCHANGE
COMMISSION,

14 Plaintiff,

15 vs.

16 BRETT C. MAAS,

17 Defendant.
18

Case No.

**COMPLAINT FOR
VIOLATIONS OF THE
FEDERAL SECURITIES
LAWS**

19 Plaintiff Securities and Exchange Commission (“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.

1 systems for local governments. Until its acquisition by TCB on April 1,
2 2008, Manatron's common stock traded on the Nasdaq Global Market under
3 the symbol "MANA."

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

7 **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.

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

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

25 11. Prior to the market opening on January 15, 2008, Manatron and
26 TCB announced their pending merger. Manatron's stock price rose by
27 \$2.82, or approximately 32% from the prior day's close. The trading
28 volume rose from an average of 8,500 shares traded per day to 630,000

1 shares traded on the day of the merger announcement.

2 12. On January 15, 2008, Maas sold all 20,000 of his Manatron
3 shares at an average price of \$11.58 per share, realizing a total sales price of
4 \$231,567.78, and a profit of \$59,077.31.

5 13. Maas engaged in unlawful insider trading in connection with
6 his purchase of Manatron shares prior to the public announcement of
7 Manatron's acquisition by TCB because he purchased those shares while in
8 possession of material, non-public information in breach of his duty of trust
9 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 **CLAIM FOR RELIEF**

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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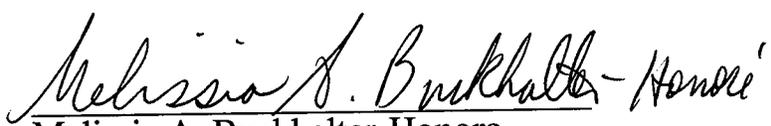
IV.

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 3rd, 2008


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
SECURITIES AND EXCHANGE COMMISSION
(b) County of Residence of First Listed Plaintiff
(c) Attorney's (Firm Name, Address, and Telephone Number)
John M. McCoy III and/or Melissa A. Buckhalter-Honore (323) 965-3998

DEFENDANTS
BRETT C. MAAS
County of Residence of First Listed Defendant Maricopa County
NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE LAND INVOLVED.
Attorneys (If Known)
Jonathan A. Shapiro (650) 858-6112

II. BASIS OF JURISDICTION (Place an "X" in One Box Only)
[X] 1 U.S. Government Plaintiff
[] 2 U.S. Government Defendant
[] 3 Federal Question (U.S. Government Not a Party)
[] 4 Diversity (Indicate Citizenship of Parties in Item III)

III. CITIZENSHIP OF PRINCIPAL PARTIES (Place an "X" in One Box for Plaintiff and One Box for Defendant)
Citizen of This State PTF DEF [] 1 [] 1
Citizen of Another State [] 2 [] 2
Citizen or Subject of a Foreign Country [] 3 [] 3

IV. NATURE OF SUIT (Place an "X" in One Box Only)
Table with columns: CONTRACT, REAL PROPERTY, TORTS, CIVIL RIGHTS, PRISONER PETITIONS, FOREFEITURE/PENALTY, LABOR, IMMIGRATION, BANKRUPTCY, SOCIAL SECURITY, FEDERAL TAX SUITS, OTHER STATUTES.

V. ORIGIN (Place an "X" in One Box Only)
[X] 1 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 Appeal to District Judge from Magistrate Judgment

VI. CAUSE OF ACTION
Cite the U.S. Civil Statute under which you are filing (Do not cite jurisdictional statutes unless diversity):
15 U.S.C. § 78j(b) and 17 C.F.R. § 240.10b-5 thereunder.
Brief description of cause:
The Complaint alleges violations of the federal securities laws.

VII. REQUESTED IN COMPLAINT:
[] CHECK IF THIS IS A CLASS ACTION UNDER F.R.C.P. 23 DEMAND \$
CHECK YES only if demanded in complaint:
JURY DEMAND: [] Yes [X] No

VIII. RELATED CASE(S) IF ANY (See instructions):
JUDGE DOCKET NUMBER

DATE 10/23/2008
SIGNATURE OF ATTORNEY OF RECORD
Melissa A. Buckhalter-Honore

FOR OFFICE USE ONLY
RECEIPT # AMOUNT APPLYING IFF 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

SUMMONS IN A CIVIL ACTION

V.
BRETT MAAS

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 20 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

