

MANATRON INC  
Form SC 13G/A  
January 17, 2008

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**Schedule 13G**

**(Rule 13d-102)**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)**

**Manatron Inc.**

(Name of Issuer)

**Common Stock, \$0.01 par value**

(Title of Class of Securities)

**562048108**

(CUSIP Number)

**January 15, 2008**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

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CUSIP No. 37245R107

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1. Name of Reporting Person  
 I. R. S. Identification No. of Above Person (entities only)  
 Mercury Fund V, Ltd. I.R.S. Identification No. 27-0073981

2. Check the Appropriate Box if a Member of a Group\*  
 (a)   
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization  
 Texas

5. Sole Voting Power  
 Number of 78,811<sup>(1)</sup>

6. Shared Voting Power  
 Shares Beneficially Owned by -0-

7. Sole Dispositive Power  
 Each Reporting Person 78,811<sup>(1)</sup>

8. Shared Dispositive Power  
 With -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

78,811<sup>(1)</sup>

Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares \*

10.

Percent of Class Represented by Amount in Row(9)

11.

1.54%<sup>(2)</sup>

Type of Reporting Person\*

12.

PN

(1) Mr. Howe exercises voting and disposition power over such Shares on behalf of Mercury Management L.L.C. ( Mercury Management ), the General Partner of Mercury Ventures, Ltd. ( Mercury Ventures ), which is the General Partner of Mercury Fund V, Ltd. ( Mercury V ).

(2) Assumes a total of 5,107,257 Shares of common stock outstanding based on Manatron Inc. s Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2007.



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1. Name of Reporting Person  
 I. R. S. Identification No. of Above Person (entities only)  
 Mercury Fund VI, Ltd. I.R.S. Identification No. 20-2196404

2. Check the Appropriate Box if a Member of a Group\*  
 (a)   
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization  
 Texas

5. Sole Voting Power  
 Number of 114,244<sup>(1)</sup>

6. Shared Voting Power  
 Shares Beneficially Owned by -0-

7. Sole Dispositive Power  
 Each Reporting Person 114,244<sup>(1)</sup>

8. Shared Dispositive Power  
 With -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

114,244<sup>(1)</sup>

Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

10.

11.

Percent of Class Represented by Amount in Row(9)

2.24%<sup>(2)</sup>

12.

Type of Reporting Person\*

PN

(1) Kevin C. Howe  
( Mr. Howe )  
exercises voting  
and disposition  
power over such  
Shares on behalf  
of Mercury  
Management,  
the General  
Partner of  
Mercury  
Ventures, which  
is the General  
Partner of  
Mercury Fund  
VI, Ltd.  
( Mercury VI ).

(2) Assumes a total  
of 5,107,257  
Shares of  
common stock  
outstanding  
based on  
Manatron Inc. s  
Quarterly  
Report on Form  
10-Q for the  
quarterly period  
ended October  
31, 2007.

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1. Name of Reporting Person  
 I. R. S. Identification No. of Above Person (entities only)  
 Mercury Fund VII, Ltd. I.R.S. Identification No. 20-4881368

2. Check the Appropriate Box if a Member of a Group\*  
 (a)   
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization  
 Texas

5. Sole Voting Power  
 Number of 45,711<sup>(1)</sup>

6. Shared Voting Power  
 Shares Beneficially Owned by -0-

7. Sole Dispositive Power  
 Each Reporting Person 45,711<sup>(1)</sup>

8. Shared Dispositive Power  
 With -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person



45,711<sup>(1)</sup>

Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares \*

**10.**

Percent of Class Represented by Amount in Row(9)

**11.**

0.90%<sup>(2)</sup>

Type of Reporting Person\*

**12.**

PN

<sup>(1)</sup> Mr. Howe exercises voting and disposition power over such Shares on behalf of Mercury Management, the General Partner of Mercury Ventures II, Ltd. ( Mercury Ventures II ), which is the General Partner of Mercury Fund VII, Ltd. ( Mercury VII ).

<sup>(2)</sup> Assumes a total of 5,107,257 Shares of common stock outstanding based on Manatron Inc. 's Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2007.

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1. Name of Reporting Person  
 I. R. S. Identification No. of Above Person (entities only)  
 Mercury Ventures, Ltd. I.R.S. Identification No. 75-2796235

2. Check the Appropriate Box if a Member of a Group\*  
 (a)   
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization  
 Texas

5. Sole Voting Power  
 Number of 193,055 <sup>(1)</sup>

6. Shared Voting Power  
 Shares Beneficially Owned by -0-

7. Sole Dispositive Power  
 Each Reporting Person 193,055 <sup>(1)</sup>

8. Shared Dispositive Power  
 With -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

193,055 <sup>(1)</sup>

Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares \*

**10.**

Percent of Class Represented by Amount in Row(9)

**11.**

3.78%<sup>(2)</sup>

Type of Reporting Person\*

**12.**

PN

<sup>(1)</sup> Mr. Howe exercises voting and disposition power over such Shares on behalf of Mercury Management, the General Partner of Mercury Ventures, which is the General Partner of Mercury V, which owns 78,811 of such Shares, and Mercury VI, which owns 114,244 of such Shares.

<sup>(2)</sup> Assumes a total of 5,107,257 Shares of common stock outstanding based on Manatron Inc. 's Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2007.

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Name of Reporting Person

1. I. R. S. Identification No. of Above Person (entities only)

Mercury Ventures II, Ltd. I.R.S. Identification No. 20-4736567

Check the Appropriate Box if a Member of a Group\*

2. (a)   
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization  
 Texas

5. Sole Voting Power  
 Number of 45,711 <sup>(1)</sup>

6. Shared Voting Power  
 Shares Beneficially Owned by -0-

7. Sole Dispositive Power  
 Each Reporting Person 45,711 <sup>(1)</sup>

8. Shared Dispositive Power  
 With -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

45,711<sup>(1)</sup>

Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares \*

**10.**

Percent of Class Represented by Amount in Row(9)

**11.**

0.90%<sup>(2)</sup>

Type of Reporting Person\*

**12.**

PN

<sup>(1)</sup> Mr. Howe exercises voting and disposition power over such Shares on behalf of Mercury Management, the General Partner of Mercury Ventures II, which is the General Partner of Mercury VII, the owner of all 45,711 Shares.

<sup>(2)</sup> Assumes a total of 5,107,257 Shares of common stock outstanding based on Manatron Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2007.

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Name of Reporting Person

1. I. R. S. Identification No. of Above Person (entities only)

Mercury Management, L.L.C. I.R.S. Identification No. 75-2796232

Check the Appropriate Box if a Member of a Group\*

2. (a)   
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization  
 Texas

5. Sole Voting Power  
 Number of 238,766<sup>(1)</sup>

6. Shared Voting Power  
 Shares Beneficially Owned by -0-

7. Sole Dispositive Power  
 Each Reporting Person 238,766<sup>(1)</sup>

8. Shared Dispositive Power  
 With -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

238,766<sup>(1)</sup>

Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares \*

**10.**

Percent of Class Represented by Amount in Row(9)

**11.**

4.68%<sup>(2)</sup>

Type of Reporting Person\*

**12.**

OO

<sup>(1)</sup> Mr. Howe exercises voting and disposition power over such Shares on behalf of Mercury Management, the General Partner of Mercury Ventures and Mercury Ventures II. Mercury Ventures is the General Partner of Mercury V and Mercury VI, and Mercury Ventures II is the General Partner of Mercury VII. Such Shares include 78,811 Shares Owned by Mercury V, 114,244 Shares Owned by Mercury VI and 45,711 Shares Owned by Mercury VII.

<sup>(2)</sup> Assumes a total of 5,107,257 Shares of common stock outstanding based on Manatron Inc. s Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2007.

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1. Name of Reporting Person  
 I. R. S. Identification No. of Above Person (entities only)  
 Kevin C. Howe

2. Check the Appropriate Box if a Member of a Group\*  
 (a)   
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization  
 United States

5. Sole Voting Power  
 Number of 238,766<sup>(1)</sup>

6. Shared Voting Power  
 Shares Beneficially Owned by -0-

7. Sole Dispositive Power  
 Each Reporting Person 238,766<sup>(1)</sup>

8. Shared Dispositive Power  
 With -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person



238,766<sup>(1)</sup>

Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares \*

10.

Percent of Class Represented by Amount in Row(9)

11.

4.68%<sup>(2)</sup>

Type of Reporting Person\*

12.

IN

<sup>(1)</sup> Mr. Howe exercises voting and disposition power over such Shares on behalf of Mercury Management, the General Partner of Mercury Ventures and Mercury Ventures II. Mercury Ventures is the General Partner of Mercury V and Mercury VI, and Mercury Ventures II is the General Partner of Mercury VII. Such Shares include 78,811 Shares Owned by Mercury V, 114,244 Shares Owned by Mercury VI and 14,408 Shares Owned by Mercury VII.

<sup>(2)</sup> Assumes a total of 5,107,257 Shares of common stock outstanding based on Manatron Inc. s Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2007.

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

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**Introduction**

Pursuant to Rule 13d-1(k)(1) of the Securities Exchange Act of 1934, Mercury Fund V, Ltd. ( Mercury V ), Mercury Fund VI, Ltd. ( Mercury VI ), Mercury Fund VII, Ltd. ( Mercury VII ), Mercury Ventures, Ltd. ( Mercury Ventures ), Mercury Ventures II, Ltd. ( Mercury Ventures II ), Mercury Management, L.L.C. ( Mercury Management ) and Kevin C. Howe ( Mr. Howe ) are making this joint filing on Schedule 13G. This Amendment No. ( Amendment No. 1 ) amends and restates in its entirety the statement on Schedule 13G, dated March 1, 2007 and filed on March 7, 2007, relating to the common stock, par value \$0.01 per share, of Manatron Inc., a Michigan corporation, held by Mercury V, Mercury VI, Mercury VII, Mercury Ventures, Mercury Ventures II, Mercury Management and Mr. Howe.

**Item 1(a). Name of Issuer:**

Manatron Inc., a Michigan corporation

**Item 1(b). Address of Issuer's Principal Executive Offices:**

510 East Milham, Portage, Michigan 49002

**Item 2(a). Name of Person Filing:**

Mercury Fund V, Ltd.

Mercury Fund VI, Ltd.

Mercury Fund VII, Ltd.

Mercury Ventures, Ltd.

Mercury Ventures II, Ltd.

Mercury Management, L.L.C.

Kevin C. Howe

**Item 2(b). Address of Principal Business Office or, if None, Residence:**

The principal business office of Mercury Fund V, Mercury VI, Mercury VII, Mercury Ventures, Mercury Ventures II, Mercury Management and Mr. Howe is 5416 Arbor Hollow, McKinney, Texas 75070

**Item 2(c). Citizenship:**

Mercury V's place of organization is Texas

Mercury VI's place of organization is Texas

Mercury VII's place of organization is Texas

Mercury Ventures' place of organization is Texas

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Mercury Ventures II's place of organization is Texas  
 Mercury Management's place of organization is Texas

Mr. Howe is a citizen of the United States

**Item 2(d). Title of Class of Securities:**

Common Stock, \$0.01 par value per share

**Item 2(e). CUSIP Number:**

**562048108**

**Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**

Not Applicable.

**Item 4. Ownership:**

Mercury V

(a) Amount beneficially owned:	78,811 <sup>(1)</sup>
(b) Percent of class:	1.54% <sup>(2)</sup>
(c) Number of shares as to which the person has:	
(i) Sole power to vote or direct the vote	78,811 <sup>(1)</sup>
(ii) Shared power to vote or direct the vote	-0-
(iii) Sole power to dispose or to direct the disposition of	78,811 <sup>(1)</sup>
(iv) Shared power to dispose or to direct the disposition of	-0-

(1) Mr. Howe exercises voting and disposition power over such shares on behalf of Mercury Management, the General Partner of Mercury Ventures, which is the General Partner of Mercury V.

(2) Assumes a total of 5,107,257 shares of common stock

outstanding  
based on  
Manatron Inc. s  
Quarterly  
Report on Form  
10-Q for the  
quarterly period  
ended  
October 31,  
2007.

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MercuryVI

(d) Amount beneficially owned:	114,244 <sup>(1)</sup>
(e) Percent of class:	2.24% <sup>(2)</sup>
(f) Number of shares as to which the person has:	
(i) Sole power to vote or direct the vote	114,244 <sup>(1)</sup>
(ii) Shared power to vote or direct the vote	-0-
(iii) Sole power to dispose or to direct the disposition of	114,244 <sup>(1)</sup>
(iv) Shared power to dispose or to direct the disposition of	-0-

(1) Mr. Howe exercises voting and disposition power over such shares on behalf of Mercury Management, the General Partner of Mercury Ventures, which is the General Partner of Mercury VI.

(2) Assumes a total of 5,107,257 shares of common stock outstanding based on Manatron Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2007.



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Mercury  
VII

(a) Amount beneficially owned:	45,711 <sup>(1)</sup>
(b) Percent of class:	0.90% <sup>(2)</sup>
(c) Number of shares as to which the person has:	
(i) Sole power to vote or direct the vote	45,711 <sup>(1)</sup>
(ii) Shared power to vote or direct the vote	-0-
(iii) Sole power to dispose or to direct the disposition of	45,711 <sup>(1)</sup>
(iv) Shared power to dispose or to direct the disposition of	-0-

(1) Mr. Howe exercises voting and disposition power over such shares on behalf of Mercury Management, the General Partner of Mercury Ventures II, which is the General Partner of Mercury VII.

(2) Assumes a total of 5,107,257 shares of common stock outstanding based on Manatron Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2007.

Mercury  
Ventures

(a) Amount beneficially owned:	193,055 <sup>(1)</sup>
(b) Percent of class:	3.78% <sup>(2)</sup>
(c) Number of shares as to which the person has:	
(i) Sole power to vote or direct the vote	193,055 <sup>(1)</sup>
(ii) Shared power to vote or direct the vote	-0-
(iii) Sole power to dispose or to direct the disposition of	193,055 <sup>(1)</sup>
(iv) Shared power to dispose or to direct the disposition of	-0-

(1) Mr. Howe exercises voting and disposition power over such shares on behalf of Mercury Management, the General Partner of Mercury Ventures, which is the General Partner of Mercury V, the owner of 78,811 of such shares, and Mercury VI, the owner of 114,244 of such shares.

(2) Assumes a total of 5,107,257 shares of common stock outstanding based on Manatron Inc.'s Quarterly Report on Form 10-Q for the quarterly period



ended  
October 31,  
2007.

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Mercury VenturesII

(a) Amount beneficially owned:	45,711 <sup>(1)</sup>
(b) Percent of class:	0.90% <sup>(2)</sup>
(c) Number of shares as to which the person has:	
(i) Sole power to vote or direct the vote	45,711 <sup>(1)</sup>
(ii) Shared power to vote or direct the vote	-0-
(iii) Sole power to dispose or to direct the disposition of	45,711 <sup>(1)</sup>
(iv) Shared power to dispose or to direct the disposition of	-0-

(1) Mr. Howe exercises voting and disposition power over such shares on behalf of Mercury Management, the General Partner of Mercury Ventures II, which is the General Partner of Mercury VII, the owner of all 45,711 shares.

(2) Assumes a total of 5,107,257 shares of common stock outstanding based on Manatron Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended

October 31,  
2007.

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Mercury  
Management

(a) Amount beneficially owned:	238,766 <sup>(1)</sup>
(b) Percent of class:	4.68% <sup>(2)</sup>
(c) Number of shares as to which the person has:	
(i) Sole power to vote or direct the vote	238,766 <sup>(1)</sup>
(ii) Shared power to vote or direct the vote	-0-
(iii) Sole power to dispose or to direct the disposition of	238,766 <sup>(1)</sup>
(iv) Shared power to dispose or to direct the disposition of	-0-

- (1) Mr. Howe exercises voting and disposition power over such shares on behalf of Mercury Management, the General Partner of Mercury Ventures and Mercury Ventures II. Mercury Ventures is the General Partner of Mercury V and Mercury VI, and Mercury Ventures II is the General Partner of Mercury VII. Such shares include 78,811 shares owned by Mercury V, 114,244 shares owned by

Mercury VI and  
45,711 shares  
owned by  
Mercury VII.

- (2) Assumes a total  
of 5,107,257  
shares of  
common stock  
outstanding  
based on  
Manatron Inc.'s  
Quarterly  
Report on Form  
10-Q for the  
quarterly period  
ended  
October 31,  
2007, of which  
1.54% are  
owned by  
Mercury V,  
2.24% are  
owned by  
Mercury VI and  
0.90% are  
owned by  
Mercury VII.

Mr. Howe

(a) Amount beneficially owned:	238,766 <sup>(1)</sup>
(b) Percent of class:	4.68% <sup>(2)</sup>
(c) Number of shares as to which the person has:	
(i) Sole power to vote or direct the vote	238,766 <sup>(1)</sup>
(ii) Shared power to vote or direct the vote	-0-
(iii) Sole power to dispose or to direct the disposition of	238,766 <sup>(1)</sup>
(iv) Shared power to dispose or to direct the disposition of	-0-

- (1) Mr. Howe  
exercises voting  
and disposition  
power over such  
shares on behalf

of Mercury Management, the General Partner of Mercury Ventures and Mercury Ventures II. Mercury Ventures is the General Partner of Mercury V and Mercury VI, and Mercury Ventures II is the General Partner of Mercury VII. Such shares include 78,811 shares owned by Mercury V, 114,244 shares owned by Mercury VI and 45,711 shares owned by Mercury VII.

- (2) Assumes a total of 5,107,257 shares of common stock outstanding based on Manatron Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2007.

**Item 5. Ownership of Five Percent or Less of a Class:**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

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**Item 6. Ownership of More than Five Percent on Behalf of Another Person:**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:**

Not Applicable

**Item 8. Identification and Classification of Members of the Group:**

The following lists each member of the group filing this Schedule 13G pursuant to Rule 13d-1(c):

Mercury Fund V, Ltd.

Mercury Fund VI, Ltd.

Mercury Fund VII, Ltd.

Mercury Ventures, Ltd.

Mercury Ventures II, Ltd.

Mercury Management, L.L.C.

Kevin C. Howe

**Item 9. Notice of Dissolution of Group:**

Not Applicable

**Item 10. Certification:**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**[Remainder of Page Intentionally Left Blank]**

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 16, 2008

MERCURY FUND V, LTD.

By: MERCURY VENTURES, LTD.  
General Partner

By: MERCURY MANAGEMENT, L.L.C.  
General Partner

By: /s/ Kevin C. Howe  
Name: Kevin C. Howe  
Title: Manager

January 16, 2008

MERCURY FUND VI, LTD.

By: MERCURY VENTURES, LTD.  
General Partner

By: MERCURY MANAGEMENT, L.L.C.  
General Partner

By: /s/ Kevin C. Howe  
Name: Kevin C. Howe  
Title: Manager

January 16, 2008

MERCURY FUND VII, LTD.

By: MERCURY VENTURES II, LTD.  
General Partner

By: MERCURY MANAGEMENT, L.L.C.  
General Partner

By: /s/ Kevin C. Howe  
Name: Kevin C. Howe  
Title: Manager

January 16, 2008

MERCURY VENTURES, LTD.

By: MERCURY MANAGEMENT, L.L.C.  
General Partner



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By: /s/ Kevin C. Howe

Name:

Kevin C. Howe

Title: Manager

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MERCURY VENTURES II, LTD.

By: MERCURY MANAGEMENT, L.L.C.  
General Partner

By: /s/ Kevin C. Howe  
Name: Kevin C. Howe  
Title: Manager

January 16, 2008

MERCURY MANAGEMENT, L.L.C.

By: /s/ Kevin C. Howe  
Name: Kevin C. Howe  
Title: Manager

January 16, 2008

/s/ Kevin C. Howe

Name: Kevin C. Howe

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**EXHIBIT A**  
**JOINT FILING AGREEMENT**

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**SCHEDULE 13G  
JOINT FILING AGREEMENT**

This Agreement is dated as of January 16, 2008 by and between Mercury Fund V, Ltd. ( Mercury V ), Mercury Fund VI, Ltd. ( Mercury VI ), Mercury Fund VII, Ltd. ( Mercury VII ), Mercury Ventures, Ltd. ( Mercury Ventures ), Mercury Ventures II, Ltd. ( Mercury Ventures II ), Mercury Management, L.L.C. ( Mercury Management ) and Kevin C. Howe ( Mr. Howe ).

WHEREAS, pursuant to paragraph (k)(1) of Rule 13d-1 promulgated under Section 13d(1) of the Securities Exchange Act of 1934, as amended (the Act ), the parties hereto have decided to satisfy their filing obligations under the Act by a single joint filing.

NOW, THEREFORE, the undersigned do hereby agree as follows:

1. The Schedule 13G (the Schedule 13G ) with respect to Manatron Inc., a Michigan corporation, to which this Agreement is attached as Exhibit A is filed on behalf of Mercury V, Mercury VI, Mercury VII, Mercury Ventures, Mercury Ventures II, Mercury Management and Mr. Howe. Mercury VI, Mercury VII, Mercury Ventures and Mercury Management hereby authorize Mr. Howe to file the Schedule 13G on their behalf.

2. Each of Mercury V, Mercury VI, Mercury VII, Mercury Ventures, Mercury Ventures II, Mercury Management and Mr. Howe is responsible for the completeness and accuracy of the information concerning such person or entity contained therein; provided that each person or entity is not responsible for the completeness or accuracy of the information concerning any other person or entity making such filing.

**[Remainder of Page Intentionally Left Blank]**

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IN WITNESS WHEREOF, the undersigned hereunto set their hands as of the date first above written.

MERCURY FUND V, LTD.

By: MERCURY VENTURES, LTD.  
General Partner

By: MERCURY MANAGEMENT, L.L.C.  
General Partner

By: /s/ Kevin C. Howe  
Name: Kevin C. Howe  
Title: Manager

MERCURY FUND VI, LTD.

By: MERCURY VENTURES, LTD.  
General Partner

By: MERCURY MANAGEMENT, L.L.C.  
General Partner

By: /s/ Kevin C. Howe  
Name: Kevin C. Howe  
Title: Manager

MERCURY FUND VII, LTD.

By: MERCURY VENTURES II, LTD.  
General Partner

By: MERCURY MANAGEMENT, L.L.C.  
General Partner

By: /s/ Kevin C. Howe  
Name: Kevin C. Howe  
Title: Manager

MERCURY VENTURES, LTD.

By: MERCURY MANAGEMENT, L.L.C.  
General Partner

By: /s/ Kevin C. Howe  
Name: Kevin C. Howe

Title: Manager

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MERCURY VENTURES II, LTD.

By: MERCURY MANAGEMENT, L.L.C.  
General Partner

By: /s/ Kevin C. Howe  
Name:  
Kevin C. Howe  
Title: Manager

MERCURY MANAGEMENT, L.L.C.

By: /s/ Kevin C. Howe  
Name:  
Kevin C. Howe  
Title: Manager

/s/ Kevin C. Howe

Name: Kevin C. Howe