

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT												
NATURE OF CONVEYANCE:	Amendment Number One to Trademark Security Agreement												
CONVEYING PARTY DATA													
<table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>MANATRON INTERMEDIATE HOLDINGS, INC.</td> <td></td> <td>10/30/2009</td> <td>CORPORATION: DELAWARE</td> </tr> <tr> <td>MANATRON, INC.</td> <td></td> <td>10/30/2009</td> <td>CORPORATION: MICHIGAN</td> </tr> </tbody> </table>	Name	Formerly	Execution Date	Entity Type	MANATRON INTERMEDIATE HOLDINGS, INC.		10/30/2009	CORPORATION: DELAWARE	MANATRON, INC.		10/30/2009	CORPORATION: MICHIGAN	
Name	Formerly	Execution Date	Entity Type										
MANATRON INTERMEDIATE HOLDINGS, INC.		10/30/2009	CORPORATION: DELAWARE										
MANATRON, INC.		10/30/2009	CORPORATION: MICHIGAN										
RECEIVING PARTY DATA													
Name:	WELLS FARGO FOOTHILL, LLC, AS AGENT												
Street Address:	2450 COLORADO AVENUE, SUITE 3000W												
City:	SANTA MONICA												
State/Country:	CALIFORNIA												
Postal Code:	90404												
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE												
PROPERTY NUMBERS Total: 1													
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> <th>Word Mark</th> </tr> </thead> <tbody> <tr> <td>Registration Number:</td> <td>3612016</td> <td>MANATRON</td> </tr> </tbody> </table>	Property Type	Number	Word Mark	Registration Number:	3612016	MANATRON							
Property Type	Number	Word Mark											
Registration Number:	3612016	MANATRON											
CORRESPONDENCE DATA													
Fax Number:	(213)627-0705												
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>													
Phone:	213.683.5698												
Email:	MinetteTayco@paulhastings.com												
Correspondent Name:	Minette M. Tayco												
Address Line 1:	515 S. Flower St., 25th Floor												
Address Line 2:	c/o Paul, Hastings, Janofsky & Walker LLP												
Address Line 4:	Los Angeles, CALIFORNIA 90071												
ATTORNEY DOCKET NUMBER:	WFF/MANATRON (45035.00288)												
NAME OF SUBMITTER:	Minette M. Tayco												
Signature:	/Minette M. Tayco/												

CH \$40.00 3612016

900146737

TRADEMARK
 REEL: 004089 FRAME: 0550

Date:

11/02/2009

Total Attachments: 4

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AMENDMENT NUMBER ONE TO TRADEMARK SECURITY AGREEMENT

This **AMENDMENT NUMBER ONE TO TRADEMARK SECURITY AGREEMENT**, dated as of October 30, 2009 (this "Amendment"), is delivered pursuant to Section 5 of that certain Trademark Security Agreement, dated as of April 1, 2008 (as amended, the "Trademark Security Agreement"), among the grantors listed on the signature pages thereof (collectively, jointly and severally, "Grantors" and each individually "Grantor"), and **WELLS FARGO FOOTHILL, LLC**, a Delaware limited liability company, as the Agent for the Lender Group and the Bank Product Providers (in such capacity, together with its successors, if any, in such capacity, "Agent"). All capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Trademark Security Agreement, which by this reference is incorporated herein.

WHEREAS, Grantors and Agent are parties to that certain Trademark Security Agreement; and

WHEREAS, Grantors and Agent wish to amend the Trademark Security Agreement by adding certain Trademarks to the Trademark Collateral.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree to amend the Trademark Security Agreement as follows:

1. Each Grantor and Agent hereby agree that the Trademarks listed on Schedule I attached hereto shall be and become part of the Trademark Collateral referred to in the Trademark Security Agreement and Schedule I attached thereto and shall secure all Secured Obligations.

2. Each Grantor hereby: (a) reaffirms all prior grants of security interests in favor of Agent in all of such Grantor's right, title, and interest in, to, and under the Trademark Collateral identified on Schedule I to the Trademark Security Agreement prior to the effectiveness of this Amendment; (b) grants, assigns, transfers, and conveys to Agent continuing security interests in all of such Grantor's right, title, and interest in, to, and under the Trademark Collateral identified on Schedule I attached hereto; (c) represents and warrants that the representations and warranties in the Trademark Security Agreement, as amended by this Amendment, are true and correct in all material respects on and as of the date hereof, as though made on such date; and (d) agrees that the Trademark Security Agreement as amended hereby is and shall remain in full force and effect.

3. This Amendment shall be governed by, and construed and enforced in accordance with, the federal laws of the United States and the laws of the State of New York.

4. This Amendment may be executed in any number of counterparts, each of which shall be deemed to be an original, but all such separate counterparts shall together constitute but one and the same instrument.

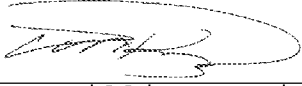
5. This Amendment is a Loan Document.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, each Grantor has caused this Amendment to be executed and delivered by its duly authorized officers, as of the date first set forth above.

GRANTORS:

MANATRON INTERMEDIATE HOLDINGS, INC.,
a Delaware corporation

By: 
Name: G. William McKinzie
Title: President & CEO

MANATRON, INC.,
a Michigan corporation

By: 
Name: G. William McKinzie
Title: President & CEO

[SIGNATURE PAGE TO AMENDMENT NUMBER ONE TO TRADEMARK SECURITY AGREEMENT]

ACCEPTED AND ACKNOWLEDGED BY:

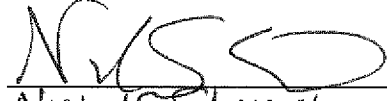
AGENT:

WELLS FARGO FOOTHILL, LLC,
a Delaware limited liability company, as Agent

By:

Name:

Title:



Nicholas Stuart
VP

[SIGNATURE PAGE TO AMENDMENT NUMBER ONE TO TRADEMARK SECURITY AGREEMENT]

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT

TRADEMARK REGISTRATIONS

Mark	Country	App. Date	Reg. Date	Status	File No.
MANATRON	United States	9/18/2008 77573167	4/28/2009 3612016	Registered	