

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF TEXAS

IN RE MOTIVE, INC.
SECURITIES LITIGATION

Civil Action No. A-05-CV-923-LY

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

A. To recover as a member of the Class based on your claims in the action entitled *In re Motive, Inc. Securities Litigation*, Civil Action No. A-05-CV-923-LY (the "Action"), you must complete this Proof of Claim and Release form ("Claim Form"). If you fail to submit a Claim Form by the deadline, your claim may be rejected and you may be precluded from any recovery from the Settlement Fund created in connection with the proposed partial settlement of the Class Action (the "Settlement").

B. Submission of this Claim Form, however, does not ensure that you will share in the proceeds of the Settlement Fund created in this Class Action.

C. YOU MUST COMPLETE AND SUBMIT YOUR CLAIM FORM VIA FIRST-CLASS MAIL **POSTMARKED ON OR BEFORE JULY 20, 2008**, ADDRESSED TO THE CLAIMS ADMINISTRATOR AS FOLLOWS:

**Motive, Inc. Securities Litigation
c/o A.B. Data, Ltd.
Claims Administrator
Post Office Box 170500
Milwaukee, WI 53217**

If you are NOT a member of the Class, as defined in the Notice of Pendency of Class Action and Proposed Partial Settlement of Class Action and Complete Settlement of Derivative Action and Motion for Attorneys' Fees and Expenses (the "Notice"), DO NOT submit a Claim Form.

D. If you are a member of the Class, you are bound by the terms of any judgment entered in the Action, WHETHER OR NOT YOU SUBMIT A CLAIM FORM.

II. INSTRUCTIONS FOR CLAIMANT IDENTIFICATION SCHEDULE

A. If you purchased or otherwise acquired the common stock of Motive, Inc. ("Motive" or the "Company") between June 24, 2004, and October 26, 2005, inclusive, and held the share(s) in your name, you are the beneficial purchaser as well as the record purchaser. If, however, the share(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser and the third party is the record purchaser.

B. Use Part IV of this form entitled "CLAIMANT IDENTIFICATION" to identify each owner of record ("nominee"), if different from the beneficial owner of shares of Motive common stock, which form the basis of this claim. THIS CLAIM FORM MUST BE FILED BY THE ACTUAL BENEFICIAL OWNER(S), OR THE LEGAL REPRESENTATIVE OF SUCH OWNER(S) OF THE SHARES OF MOTIVE COMMON STOCK UPON WHICH THIS CLAIM IS BASED.

C. All joint purchasers must sign this Claim Form. Executors, administrators, guardians, conservators, and trustees must complete and sign this Claim Form on behalf of persons or entities represented by them and proof of their authority must accompany this Claim Form and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

III. INSTRUCTIONS FOR SCHEDULE OF TRANSACTIONS

A. In the space provided below, supply all required details of your transaction(s) in Motive common stock. If you need more space, attach separate sheets giving all of the required information in substantially the same form. Please sign and print or type the beneficial owner's name and tax identification number on each additional sheet.

B. Please provide all of the requested information with respect to **all** of your purchases, acquisitions, and sales of Motive common stock, including free receipts and free deliveries, between June 24, 2004 and October 26, 2005, inclusive, whether such transactions resulted in a profit or a loss. Failure to report all such transactions may result in the rejection of your claim.

C. List each transaction in the Class Period separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.

D. Broker confirmations or other documentation of your transactions in Motive common stock should be attached to your Claim Form. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

E. The requests are designed to provide the minimum amount of information necessary to process the simplest claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate your losses, if any. In cases where the Claims Administrator cannot perform the calculation accurately or at a reasonable cost to the Class with the information provided, the Claims Administrator may condition acceptance of the claim upon the production of additional information and/or the hiring of an accounting expert at the claimant's cost.

**MUST BE
POSTMARKED NO
LATER THAN
JULY 20, 2008**

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF TEXAS
In re Motive, Inc. Securities Litigation
Civil Action No. A-05-CV-923-LY
PROOF OF CLAIM AND RELEASE



FOR INTERNAL USE ONLY

PART IV: CLAIMANT IDENTIFICATION

Please Type or Print

LAST NAME (CLAIMANT)

FIRST NAME (CLAIMANT)

Last Name (Beneficial Owner if Different from Claimant)

First Name (Beneficial Owner)

Last Name (Co-Beneficial Owner)

First Name (Co-Beneficial Owner)

Company/Other Entity (If Claimant Is Not an Individual)

Trustee/Nominee/Other

Account Number (If Claimant Is Not an Individual)

Trust/Other Date (If Applicable)

Check here to use Correspondence Address for Distribution

Correspondence Address Line 1

Correspondence Address Line 2 (If Applicable)

City

State

Zip Code

Foreign Province

Foreign Zip Code

Foreign Country

(Optional) Distribution Address:

Distribution Address Line 1

Distribution Address Line 2 (If Applicable)

City

State

Zip Code

Foreign Province

Foreign Zip Code

Foreign Country

Telephone Number (Day)

Telephone Number (Night)

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Beneficial Owner's Employer Identification Number or Social Security Number

E-mail Address

IDENTITY OF CLAIMANT (Check one)

- Individual Joint Owner Estate Corporation Trustee/Custodian IRA Other (specify; describe on separate sheet)

The Settling Defendants, the officers and directors of the Company, at all relevant times, members of their immediate families and their legal representatives, heirs, successors and assigns and any affiliates or entities in which the Settling Defendants have or had a controlling interest are excluded from the Class.

- Check here if the beneficial owner is excluded from the Class.
- Check here if the claimant or beneficial owner was an officer, director, or partner of Motive at any time between June 24, 2004 and October 26, 2005, inclusive. If so, please state position(s) held and dates of employment: _____.
- Check here if the claimant or beneficial owner acquired Motive common stock through any Motive employee benefit plan.

PART V: SCHEDULE OF TRANSACTIONS IN MOTIVE COMMON STOCK

Proof Enclosed?

A. Number of shares of Motive common stock held at the close of trading on June 23, 2004 (If none, write "0". If other than zero, documentation must be provided):

Y N

B. Purchases and acquisitions of Motive common stock (between June 24, 2004, and February 13, 2006, inclusive):

Date(s) of Purchase/Acquisition List Chronologically Month/Day/Year			Number of Shares of Common Stock Purchased/Acquired	Purchase/Acquisition Price Per Share of Common Stock	Aggregate Cost (excluding commissions, taxes, and fees)	Proof of Purchase Enclosed
MM	DD	YY				
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N

C. Sales or free deliveries of Motive common stock (between June 24, 2004, and February 13, 2006, inclusive):

Date(s) of Sale List Chronologically Month/Day/Year			Number of Shares of Common Stock Sold	Sale Price Per Share of Common Stock	Amount Received (excluding commissions, taxes, and fees)	Proof of Sales Enclosed
MM	DD	YY				
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N

Proof Enclosed?

D. Number of shares of Motive common stock held at the close of trading on February 13, 2006 (If none, write "0". If other than zero, documentation must be provided.)

Y N

YOU MUST READ AND SIGN THE RELEASE ON PAGE 5. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.

IF YOU REQUIRE ADDITIONAL SPACE, ATTACH EXTRA SCHEDULES IN THE SAME FORMAT AS ABOVE. PLEASE INCLUDE THE BENEFICIAL OWNER'S NAME, SIGNATURE, AND TAX IDENTIFICATION NUMBER ON ALL ADDITIONAL

I (We) certify that I am (we are) NOT subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code because (a) I am (we are) exempt from backup withholding; or (b) I (we) have not been notified by the IRS that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends; or (c) the IRS has notified me (us) that I am (we are) no longer subject to backup withholding.

If the IRS has notified you that you are subject to backup withholding, please strike out the language that you are not subject to backup withholding in the certification above.

NOTE: If you have a joint account, only the Social Security number associated with that account is required to be provided. However, if your account is held jointly, BOTH parties must sign the form below.

I declare under penalty of perjury under the laws of the State of Texas and the United States of America that the foregoing information supplied by the undersigned is true and correct and that this Claim Form was executed this ____ day of _____ in

(Month, Year) (City, State, Country)

(Sign your name here)

(Type or print your name here)

(Joint owner sign your name here)

(Joint owner type or print your name here)

(Capacity of persons signing, e.g., beneficial owner, executor, or administrator)

ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME. THANK YOU FOR YOUR PATIENCE.

Reminder Checklist:

1. Please sign the Representations section of the Claim Form on above.
2. If this claim is being made on behalf of joint claimants, both must sign.
3. Remember to attach supporting documentation. Do not highlight documentation.
4. Do not send original stock certificates or documentation; please send only copies. These items cannot be returned to you by the Claims Administrator.
5. Keep a copy of your Claim Form and all documents submitted for your records.
6. If you desire an acknowledgment of receipt of your Claim Form, please send it Certified Mail, Return Receipt requested.
7. If you move and/or change your name, please inform the Claims Administrator of your new address and/or name change.

The Claim Form and your supporting documentation must be postmarked no later than July 20, 2008.

QUESTIONS? CALL (866) 963-9973 OR VISIT MOTIVESECURITIESSETTLEMENT.COM

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