# UNITED STATES DISTRICT COURT WESTERN DISTRICT OF TEXAS

IN RE MOTIVE, INC.	
SECURITIES LITIGATION	Civil Action No. A-05-CV-923-LY
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### 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

LAST NAME (CLAIMANT)  FIRST NAME (CLAIMANT)  Last Name (Beneficial Owner if Different from Claimant)  First Name (Go-Beneficial Owner)  First Name (Co-Beneficial Owner)  Company/Other Entity (If Claimant Is Not an Individual)  Trustee/Nominee/Other  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
Last 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 Province  Foreign Zip Code  Foreign Country  (Optional) Distribution Address:
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:
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o Individual o Joint Owner o Estate o Corporation o Trustee/Custodian o IRA o Other (specify; describe on separate sheet)

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The Settling Defendants, the officers and directors of the Company, at all relevant times, members of their immediate families and their

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

SHEETS. COPIES OF BROKER CONFIRMATIONS OR OTHER DOCUMENTATION EVIDENCING YOUR TRANSACTIONS IN MOTIVE COMMON STOCK SHOULD BE ATTACHED.

#### PART VI: SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

- 1. I (We) submit this Claim Form under the terms of the Stipulation and Agreement of Partial Settlement described in the Notice. I (We) also submit to the jurisdiction of the United States District Court, Western District of Texas with respect to my (our) claim as a Class Member and for purposes of enforcing the release set forth herein and any Judgment that may be entered in the Class Action. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any Judgment that may be entered in the Class Action.
- 2. I (We) agree to furnish additional information to the Claims Administrator to support this claim if required to do so.

#### PART VIII: DEFINITIONS AND RELEASE

- 1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, discharge and release all "Released Claims" against all "Released Persons," including "Unknown Claims," as defined below.
- 2. "Released Persons" means each and all of the Settling Defendants and their respective past or present directors, officers, employees, partners, insurers, co-insurers, reinsurers, agents, representatives, controlling shareholders, attorneys, investment advisors, investment bankers, personal or legal representatives, predecessors, successors, parents, subsidiaries, divisions, joint ventures, assigns, spouses, heirs, related or affiliated entities, any entity in which a Settling Defendant has a controlling interest, any retirement plans, any members of a Settling Defendant's immediate family, or any trust of which a Settling Defendant is the settlor of or which is for the benefit of a Settling Defendant's family, provided, however, that Released Persons shall specifically not include E&Y or any agent or employee of E & Y.
- 3. "Released Claims" means all claims (including "Unknown Claims" as defined below), demands, rights, liabilities, and causes of action of every nature and description whatsoever, whether known or unknown, whether or not concealed or hidden, asserted or that could have been asserted by Lead Plaintiffs or any Class Member against the Released Persons, including without limitation, claims for negligence, gross negligence, breach of fiduciary duty, violation of any state or federal securities laws, or violations or any other state or federal statutes, rules or regulations, arising out of, or relating to, or in connection with the facts, transactions, events, occurrences, disclosures, statements, omissions or failures to act which were asserted or could have been asserted in this Action, and which relate to the purchase or acquisition of Motive common stock during the Class Period. Released Claims shall not include any claims that Lead Plaintiffs or any Class Member may have against E&Y.
- 4. "Unknown Claims" means (i) all claims, demands, rights, liabilities, and causes of action of every nature and description which Lead Plaintiffs or any Class Member does not know or suspect to exist in his, her or its favor at the time of the release of the Released Persons which, if known by him, her or it, might have affected his, her or its settlement with and release of the Released Persons, of might have affected his, her or its decision not to object to the Settlement; and (ii) all claims, demands, rights, liabilities, and causes of action of every nature and description which any Settling Defendant does not know or suspect to exist in his, her or its favor at the time of the release of the Released Settling Defendants' Claims which, if known by him, her or it, might have affected his, her or its settlement and release of the Released Settling Defendants' Claims. With respect to any and all Released Claims and Released Settling Defendants' Claims, the Settling Parties stipulate and agree that, upon the Effective Date, the Settling Parties shall expressly waive, and each Class Member shall be deemed to have waived, and by operation of the Order and Final Judgment shall have expressly waived, any and all provisions, rights and benefits of common law, which are similar, comparable or equivalent to California Civil Code §1542, which provides:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

The Settling Parties or the Class Members may hereafter discover facts in addition to or different from those which he, she or it now knows or believes to be true with respect to the subject matter of the Released Claims or the Released Settling Defendants' Claims, but the Settling Parties shall expressly fully, finally and forever settle and release, and each Class Member, upon the Effective Date of this Settlement, shall be deemed to have, and by operation of the Order and Final Judgment shall have, fully, finally, and forever settled and released, any and all Released Claims and Released Settling Defendants' Claims. The Settling Parties acknowledge, and each of the Class Members by operation of law shall be deemed to have acknowledged, that the inclusion of "Unknown Claims" in the definition of Released Claims and Released Settling Defendants' Claims was separately bargained for and was a key element of the Settlement.

5. This release shall be of no force or effect unless and until the Court gives final approval to the Settlement and the Effective Date occurs.

## PART IX: REPRESENTATIONS

- 1. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.
- 2. I (We) hereby warrant and represent that I (we) have included information about all of my (our) purchases, acquisitions, and sales transactions in Motive common stock which occurred during the Class Period and the number of shares of Motive common stock held by me (us) at the close of trading on June 23, 2004, and the close of trading on February 13, 2006.

# SUBSTITUTE FORM W-9—REQUEST FOR TAXPAYER IDENTIFICATION NUMBER

Enter taxpayer identification number (TIN) below for the beneficial owner(s). For individuals, this is your Social Security number (SSN). The Internal Revenue Service (IRS) requires such TIN. If you fail to provide this information, your claim may be rejected.

Employer Identification Numb	er (EIN for estates, trusts	s, corporations, etc.) So	ocial Security Number (SSN for in	naiviauais)
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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 a your account is held jointly, BOTH parties must sign the form below.	ssociated with that account is required to be provided. However, if
I declare under penalty of perjury under the laws of the State of Texa supplied by the undersigned is true and correct and that this Cla	
(Month, Year) (City, State, Country)	
(Sign your name here)	(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.

(Joint owner type or print your name here)

### Reminder Checklist:

(Joint owner sign your name here)

- 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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