



New York • Washington, DC • Chicago • Milwaukee

CLASS ACTION ADMINISTRATION

*In re Motive, Inc. Securities Litigation*

**ELECTRONIC CLAIMS FILING GUIDELINES**

TO: BANKS, BROKERAGE FIRMS, INSTITUTIONS, AND OTHER ENTITIES OR PERSONS WHO ARE NOMINEES AND WHO PURCHASED OR OTHERWISE ACQUIRED THE COMMON STOCK OF MOTIVE, INC. BETWEEN JUNE 24, 2004 AND OCTOBER 26, 2005, INCLUSIVE.

**ALL CLAIMS MUST BE POSTMARKED ON OR BEFORE JULY 20, 2008.**

**ELECTRONIC FILING APPLIES TO ENTITIES WHO ARE FILING MULTIPLE PROOF OF CLAIM AND RELEASE FORMS ON BEHALF OF THEMSELVES AND/OR OTHERS, AS WELL AS INDIVIDUALS OR ENTITIES WHO ARE FILING PROOF OF CLAIM AND RELEASE FORMS WITH A LARGE NUMBER OF TRANSACTIONS (70+) OR MULTIPLE PROOF OF CLAIM AND RELEASE FORMS.**

**ELECTRONIC FILINGS ARE SUBJECT TO REJECTION IF NOT PREPARED IN COMPLIANCE WITH THESE ELECTRONIC CLAIMS FILING GUIDELINES.**

CASE NAME: *In re Motive, Inc. Securities Litigation*  
CUSIP NUMBERS: 61980V107, formerly 61980J104  
TICKER SYMBOL: "MOTV"  
CLASS DEFINITION: All persons and entities who purchased or otherwise acquired the common stock of Motive between June 24, 2004 and October 26, 2005, inclusive.  
POSTMARK DEADLINE: July 20, 2008

**SECTION I:**  
**ELECTRONIC FILING REQUIREMENTS**

1. COMPLETE AND SIGN A PAPER PROOF OF CLAIM AND RELEASE FORM. One executed "paper" master Proof of Claim and Release form should be completed per submission. This Proof of Claim and Release form serves as a master Proof of Claim and Release form for one or all of the accounts included on your file.

You may obtain a Proof of Claim and Release form by printing it from [abdatalawserve.com/cases.php](http://abdatalawserve.com/cases.php), by e-mailing [info@MotiveSecuritiesSettlement.com](mailto:info@MotiveSecuritiesSettlement.com), or by calling toll-free (866) 963-9973.

Complete the first page of the Proof of Claim and Release form. Be sure to include company name, account name/number, and company address. If submitting an electronic file on behalf of several accounts, enter "Various Accounts" for the account name/number.

Complete the signature page on the Proof of Claim and Release form. If you are filing on behalf of your clients, you must include a letter or document providing your authorization to sign on behalf of your clients, as set forth below.

1.1 **If you are a nominee** filing on behalf of your account holders, you **must** include the following documentation:

- 1.1.1. Affidavit attesting that your entity has legal rights and authorization from your account holders to file Proof of Claim and Release forms on their behalf **and** that your account holders understand that they are bound by and subject to the terms of all releases that may be entered in this Litigation; and
- 1.1.2. Authorization to sign on your account holders' behalf.
- 1.2 **If you are a third party** filing on behalf of a nominee, you **must** include the following documentation:
  - 1.2.1 Affidavit attesting that your entity has legal rights and authorization from the nominee to file Proof of Claim and Release forms on its behalf;
  - 1.2.2 Affidavit attesting that your entity has legal rights and authorization from the nominee's account holders to file Proof of Claim and Release forms on their behalf **and** that the account holders understand that they are bound by and subject to the terms of all releases that may be entered in this Litigation; and
  - 1.2.3 Authorization to sign on the account holders' behalf.
- 1.3 **IF YOU ARE NOT A NOMINEE OR A THIRD PARTY AND WOULD LIKE TO FILE CLAIMS ELECTRONICALLY, YOU MUST INCLUDE DOCUMENTATION SUPPORTING ALL TRANSACTIONAL DATA OF YOUR CLAIM.**

You must submit supporting documentation with your Proof of Claim and Release form that will support the transactions provided in your file. These documents may include, but are not limited to, a) photocopies of stockbrokers' confirmation slips; b) photocopies of stockbrokers' monthly statements reflecting ALL transactional data and how it was compiled for the opening of the Class Period through the end of the Class Period; or c) a signed letter from your broker, on their letterhead, providing all of the information that would be found on a confirmation slip and/or other aforementioned documents.

A.B. Data, Ltd., reserves the right to request additional documentation at any time after your Proof of Claim and Release form and file have been received and processed.

2. **A valid e-mail address MUST be on file with the Claims Administrator.** Communication regarding deficiencies and rejections on electronically filed claims may be conducted by e-mail. A valid e-mail address **MUST** be included on the Proof of Claim and Release form, and the e-mail address provided **MUST** be updated in the event the contact person or e-mail address changes; it is the sole responsibility of the filing party to maintain up-to-date, complete contact information with the Claims Administrator.
3. **Prepare a data file** according to the *In re Motive, Inc. Securities Litigation* Electronic Claims Filing Guidelines. An Excel spreadsheet or other electronic file containing account information and transactional data **MUST** be prepared in accordance with A.B. Data, Ltd.'s Template Mapping Instructions found in Section II. The following formats are acceptable: a) MEDIA: CD, DVD, and 3.5" floppy diskette and b) DATA: ASCII, MS Excel, MS Access, and dBase. For your convenience, an Excel spreadsheet template is available for your use and may be downloaded from [abdatalawserve.com/cases.php](http://abdatalawserve.com/cases.php).

If you cannot provide the information in the aforementioned formats or you have other requests, questions, concerns, or comments, please e-mail A.B. Data, Ltd., at [efiling@abdatalawserve.com](mailto:efiling@abdatalawserve.com) or you may call (800) 949-0194 to speak to an Electronic Claims Filing Specialist.
4. **A cover letter MUST be included with the master Proof of Claim and Release form.** The cover letter must include the total number of accounts; total number of transactions; total number of shares purchased, acquired, and sold; and contact name(s) with phone number(s) and e-mail address(es). Please see the sample cover letter below:

LETTERHEAD

Re: *In re Motive, Inc. Securities Litigation*

Date:

Enclosed is a fully executed master Proof of Claim and Release form with required authorizations and affidavits as well as an electronic media attachment, which is being filed in connection with the above-referenced matter on behalf of [COMPANY NAME(S) OR INDIVIDUAL NAME(S)] for the proprietary accounts of [ENTITY].

We, [ENTITY], hereby agree that further communication from the Claims Administrator may be conducted by e-mail, and we accept sole responsibility to ensure the e-mail address for ENTITY is updated in the event the e-mail address provided on the master Proof of Claim and Release form should change.

The attachment consists of a [CD, DVD, or FLOPPY DISKETTE] containing [NUMBER] accounts/claims in [ASCII, MS EXCEL, MS ACCESS, or DBASE] format with [NUMBER OF TRANSACTIONS] transactions for Motive common stock, as well as all the opening positions and closing positions held for [ENTITY]'s proprietary accounts. Each transaction contains corresponding account information for which the claims are being filed.

The total number of Motive common stock purchased or acquired [##.##] for<sup>1</sup> the amount of [\$0.0000] and Motive common stock sold [##.##] for the amount of [\$0.0000] can be found on the enclosed [CD, DVD, or FLOPPY DISKETTE].

We, [ENTITY], attest that the data provided on the media attachment corresponds to [ENTITY]'s internal records.

I attest that the above information is true and correct.

Signature

Company Name

Job Title

Contact Information (including telephone number, fax number, and e-mail address)

5. Mail your executed paper master Proof of Claim and Release form with a cover letter and media format to<sup>2</sup>:

Motive, Inc. Securities Litigation  
c/o A.B. Data, Ltd.  
ELECTRONIC CLAIMS DEPARTMENT  
Post Office Box 170500  
4057 North Wilson Drive  
Milwaukee, WI 53211

---

<sup>1</sup> Please list all other transactions, if applicable, including free receipts and free deliveries.

<sup>2</sup> If you would like confirmation of delivery, mail your package Registered Mail, Return Receipt.

**SECTION II:**  
**TEMPLATE MAPPING INSTRUCTIONS**

Column	Common Stock Transaction Field	Max Length	MOTIVE, INC. COMMON STOCK TRANSACTION DESCRIPTION
A	Account Number	40	Account number associated with the proprietary account whose transactions are being submitted with this Proof of Claim and Release form batch.
B	Account Name	40	Name of individual, company, or entity associated with the account listed in column A.
C	Full Name of the Beneficial Owner	40	Full name of the beneficial owner(s) of the common stock.
D	TIN of the Beneficial Owner	9	Taxpayer identification number ("TIN") for beneficial owner, no spaces and no dashes. For foreign claimants without a TIN, please leave space blank.
E	Beneficial Owner TIN Type (E/S/U/F)	1	<b>E</b> = Employer identification number ("EIN"); <b>S</b> = Social Security number ("SSN"); <b>U</b> = Unknown; <b>F</b> = Foreign.
F	Care of:	40	Name of the entity to which correspondence should be mailed.
G	Attn:	40	Name of the person to whose attention correspondence should be mailed.
H	Street 1	40	Street address 1 for correspondence.
I	Street 2	40	Street address 2 for correspondence.
J	City	25	City for correspondence.
K	State	2	State for correspondence.
L	Zip Code	5	Zip code for correspondence.
M	Province	40	Province for correspondence.
N	Country	40	Country for correspondence.
O	Street 1	40	Street address 1 for fund distribution.
P	Street 2	40	Street address 2 for fund distribution.
Q	City	25	City for fund distribution.
R	State	2	State for fund distribution.
S	Zip Code	5	Zip code for fund distribution.
T	Province	40	Province for fund distribution.
U	Country	40	Country for fund distribution.
V	TIN of the Claimant	9	Taxpayer identification number ("TIN"), no spaces and no dashes.
W	CUSIP	10	CUSIP number for common stock.
X	Transaction Type/Positions (O/C/P/S/FR/FD)	5	<b>O</b> = Opening position at the June 24, 2004, long or short positions; <b>C</b> = Closing position at the February 13, 2006, long or short positions; <b>P</b> = Purchase; <b>S</b> = Sale; <b>FR</b> = Free receipt; <b>FD</b> = Free delivery.
Y	Trade Date (MM/DD/YYYY)	8	(MM/DD/YYYY) MM = Month; DD = Day; YYYY = Year.
Z	Number of Shares	19	Number of shares associated with a transaction, no commas; use decimal point if needed. Up to 4 digits after decimal point.
AA	Price Per Share NOT Including Commissions/Fees	19	Price per share (USD) of common stock associated with a transaction, no dollar sign, no commas, use decimal point if needed. Up to 4 digits after decimal point. Leave blank when providing opening positions or closing positions. Use zero when specifying free receipts and/or free deliveries.
AB	Aggregate Cost or Proceeds Received Including Commissions/Fees	19	Aggregate cost or proceeds received (USD), including commissions/fees. No dollar sign, no commas, use decimal point if needed. Up to 4 digits after decimal point. Leave blank when providing opening positions or closing positions. Use zero when specifying free receipts and/or free deliveries.
AC	Bank Name	40	Bank name where account is located.
AD	Routing Number	9	Routing number to identify the bank where the account is located.
AE	Account Number	40	Number of the account you want the fund distribution to be deposited in.
AF	Account Type (C/S)	1	<b>C</b> = Checking account; <b>S</b> = Saving account.

**\*\*\*All eligible Motive securities for each account must balance. This means that the opening position plus total purchases, acquisitions, and free receipts during the Class Period MUST EQUAL the total sales and free deliveries during the Class Period plus the closing position. (O+P+FR=S+FD+C)**

\*\*\*You MUST include a cover letter with your electronic file that provides the total number of accounts; total number of transactions; total number of purchases, acquisitions, and sales; and contact name(s) with phone number(s) and e-mail address(es) in the event that we have any questions or require further information. See Section 1, Paragraph 4, of these Guidelines for a sample cover letter. Any electronic files not in accordance with these Electronic Claims Filing Guidelines are subject to rejection.

### **SECTION III:** **HOW TO ACCOUNT FOR FREE RECEIPTS, FREE DELIVERIES, AND TRANSFERS**

Free receipt, free delivery, and transfer transactions are not eligible for payment unless you have additional information regarding the original purchase, acquisition, or subsequent sale. If you do not have this information, free receipt, free delivery, and transfer transactions should only be included on your electronic file for balancing purposes. **You MUST use the following instructions when filing for accounts that have free receipt, free delivery, and transfer transactions during the Class Period:**

1. If shares were transferred to or from a different custodian (corresponding account is not on your electronic file), you must follow these instructions:
  - 1.1 Shares Received into Account—You must account for any received shares by providing the opening position or original purchase or acquisition of these shares from the prior account.
  - 1.2 Shares Delivered out of Account—You must account for any delivered shares by providing the sale and/or closing position from the subsequent account.
  - 1.3 No Information Available on Original Purchase/Acquisition/Subsequent Sale—You must provide the free receipt and/or free delivery shares in order to balance your claim. A “transfer in” should be reflected as transaction type “FR,” and a “transfer out” should be reflected as transaction type “FD” (prices and net amounts should be zero).
2. If shares were transferred between accounts on your file, you must follow these instructions:
  - 2.1 DO NOT claim the same purchase or acquisition transaction(s) on both accounts.
  - 2.2 The account that owned the shares most recently should be the account claiming the eligible purchase or acquisition. These shares should already be accounted for in the sales and/or closing position of the most recent account.
  - 2.3 If shares were transferred between accounts for the same beneficial owner on your file, you must combine these accounts and file all eligible purchases, acquisitions, and sales with the most recent account name and number. You must also include all opening and closing positions on the most recent account name and number.
  - 2.4 If you are unable to combine these accounts accordingly, you must provide the free receipt and free delivery shares in order to balance your claim. A “transfer in” should be reflected as transaction type “FR,” and a “transfer out” should be reflected as transaction type “FD” (prices and net amounts should be zero).

### **SECTION IV:** **HOW TO ACCOUNT FOR STOCK SPLITS DURING THE CLASS PERIOD**

If there were stock split shares acquired during the Class Period, please do not split adjust transactions listed in your data. The stock split(s) will be accounted for in the court-approved Plan of Allocation. If you must include the stock split transactions, then those transactions must be listed separately. Any stock split transactions must be indicated by the transaction code “SPLIT.”