

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Motive Communications, Inc.		12/02/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Motive, Inc.
Street Address:	12515 Research Boulevard
Internal Address:	Building 5
City:	Austin
State/Country:	TEXAS
Postal Code:	78759-2220
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 13		
Property Type	Number	Word Mark
Registration Number:	2472495	ACTIVELINK
Registration Number:	2511729	ANSWERWEB
Registration Number:	2231713	M
Serial Number:	76114360	M
Registration Number:	2270264	MOTIVE
Registration Number:	2575465	MOTIVE
Registration Number:	2210304	MOTIVE
Registration Number:	2726335	MOTIVE CHORUS
Registration Number:	2316501	MOTIVE DUET
Registration Number:	2581102	MOTIVE INSIGHT
Registration Number:	2656839	MOTIVE SOLO
Registration Number:	2563361	MOTIVE STUDIO
Registration Number:	2569449	MOTIVENET

CORRESPONDENCE DATA	TRADEMARK
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900004377

REEL: 002778 FRAME: 0325

OP \$340.00 2472495

Fax Number: (202)408-4400
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2024084135
Email: docketing@finnegan.com
Correspondent Name: Finnegan, Henderson
Address Line 1: 1300 I Street, N.W.
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:

07028.0999

NAME OF SUBMITTER:

Christina J. Hieber

Total Attachments: 2

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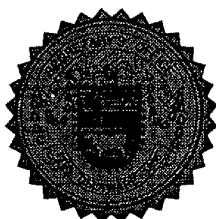
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MOTIVE COMMUNICATIONS, INC.", CHANGING ITS NAME FROM "MOTIVE COMMUNICATIONS, INC." TO "MOTIVE, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF DECEMBER, A.D. 2003, AT 12:21 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2736302 8100

030769228

AUTHENTICATION: 2781828

DATE: 12-02-03

TRADEMARK
REEL: 002778 FRAME: 0327

**CERTIFICATE OF AMENDMENT
TO THE
RESTATED CERTIFICATE OF INCORPORATION
OF
MOTIVE COMMUNICATIONS, INC.**

December 1, 2003

Pursuant to the provisions of Section 242 of the Delaware General Corporation Law (the "General Corporation Law"), Motive Communications, Inc., a Delaware corporation (the "Corporation"), adopts the following Certificate of Amendment to its Restated Certificate of Incorporation:

FIRST: The name of the Corporation is Motive Communications, Inc.

SECOND: Article I of the Restated Certificate of Incorporation of the Corporation is hereby amended (the "Amendment") to read in its entirety as follows:

"The name of this corporation is Motive, Inc."

THIRD: The Amendment has been recommended by the Board of Directors of the Corporation and duly approved and adopted, in accordance with Section 242 of the General Corporation Law, by the stockholders of the Corporation by written consent in lieu of a meeting.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to its Restated Certificate of Incorporation to be executed in its corporate name this 1st day of December, 2003.

MOTIVE COMMUNICATIONS, INC.

By: 

Scott Harmon
Chief Executive Officer

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