

Form PTO-1594 (Rev. 06/04)
 OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
 United States Patent and Trademark Office

**RECORDATION FORM COVER SHEET
 TRADEMARKS ONLY**

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):
 Comerica Bank, successor by merger
 to Comerica Bank-California

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other _____

Citizenship (see guidelines) Michigan

Execution Date(s) December 21, 2004

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other Reassignment and Release of Security Interest

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Motive, Inc. (fka Motive Communications, Inc.)

Internal Address: Building #5

Street Address: 12515 Research Blvd.

City: Austin

State: Texas

Country: USA Zip: 78759

Association Citizenship _____

General Partnership Citizenship _____

Limited Partnership Citizenship _____

Corporation Citizenship Delaware

Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
75/719,131 76/123,757
76/114,360 75,892,320

B. Trademark Registration No.(s) 2,569,449;
2,581,102; 2,472,495; 2,270,264;

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Trina Adams / Troy Zander

Internal Address: Sheppard, Mullin, Richter & Hampton, LLP

Street Address: 501 West Broadway, 19th Fl.

City: San Diego

State: California Zip: 92101-3598

Phone Number: 619-338-6500

Fax Number: 619-234-3815

Email Address: tadams@sheppardmullin.com

6. Total number of applications and registrations involved:

14

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 365

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
 Expiration Date _____

b. Deposit Account Number 19-1853
 Authorized User Name Sheppard Mullin

9. Signature: *Trina Adams*

Signature

December 24, 2004

Date

Trina Adams

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: **6**

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
 Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

Continuation of Item 4.B

Conveying Party: Comerica Bank, successor
by merger to Comerica Bank-California

Receiving Party: Motive, Inc. (fka Motive
Communications, Inc.)

4.B Trademark No.(s):	2,210,304
	2,231,713
	2,316,501
	2,563,361
	2,511,729
	2,575,465

REASSIGNMENT AND RELEASE OF SECURITY INTEREST

This Reassignment and Release of Security Interest is made as of December 21, 2004, by COMERICA BANK, successor by merger to COMERICA BANK-CALIFORNIA, successor in interest to IMPERIAL BANK ("LENDER"), to MOTIVE, INC., a Delaware corporation (formerly known as Motive Communications, Inc.), with its principal place of business at 12515 Research Boulevard, Building 5, Austin, Texas 78759 ("COMPANY").

Recital

WHEREAS, under an Intellectual Property Security Agreement dated as of June 1, 2001 (the "Security Agreement") by and between COMPANY and LENDER, COMPANY assigned to LENDER certain interests in the intellectual property, including, but not limited to, those trademarks, patents and copyrights set forth on Exhibits A, B and C attached hereto (the "Intellectual Property"); and

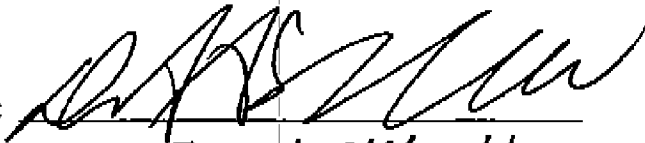
WHEREAS, COMPANY has fulfilled its obligations to LENDER under the Security Agreement, and LENDER wishes to reassign all interest that LENDER may have in the Intellectual Property.

Agreement

NOW, THEREFORE, LENDER hereby releases its security interest in the Intellectual Property and reassigns to COMPANY, without warranty or recourse, all interest of LENDER in the Intellectual Property.

LENDER:

COMERICA BANK, successor by merger to COMERICA BANK-CALIFORNIA, successor in interest to IMPERIAL BANK

By: 

Printed Name: David McLaughlin

Title: Vice President

Dated: 12/21/04

Address: 11512 El Camino Real, Suite 350 San Diego, CA 92130

EXHIBIT A

Copyrights

Title	Reg./App. No.	Reg./App. Date
Motive v. 4.3	Pending	Pending
Motive Call Optimization for Help Desks v. 4.6	Pending	Pending
Motive for Enterprise IT v. 4.5	Pending	Pending

EXHIBIT B**Patents**

Description	Reg./Serial No.	Reg./App. Date
Adaptive Messaging Method, System and Computer Program Product	6,185,606	02/06/01
Method, System and Computer Program Product for Iterative Distributed Problem Solving	6,145,096	11/07/00
Method, System and Computer Program Product for Iterative Distributed Problem Solving	6,357,017	03/12/02
Technical Support Chain Automation With Guided Self-Help Capability, Escalation to Live Help and Active Journaling	09/310,795	05/12/99
Technical Support Chain Automation With Guided Self-Help Capability Using Active Content Developed for Specific Audiences	09/310,399	05/12/99
Technical Support Chain Automation with Guided Self-Help Capability and Option to Escalate to Live Help	09/215,873	12/18/98
Technical Support Chain Automation with Guided Self-Help Capability via a System Supplied Search String	09/215,880	12/18/98
Technical Support Chain Automation with Guided Self-Help Capability Using Active Content	09/216,212	12/18/98
Technical Support Chain Automation with Guided Self-Help Capability Using Active Content	09/505,502	02/17/00
N-Way Data Stream Splitter	10/107,557	03/27/02
Method and System for Providing Tiered Assistance	10/107,772	03/27/02

EXHIBIT C

Trademarks

Description	Reg./App. No.	Reg./App. Date
MotiveNet	2,569,449	05/14/02
Motive Insight	2,581,102	06/18/02
Motive Solo	75/719,131	06/01/99
ActiveLink	2,472,495	07/24/01
Motive	2,270,264	08/17/99
Motive	2,210,304	12/15/98
M (and design)	2,231,713	03/16/99
Motive Duet	2,316,501	02/08/00
Motive Chorus	76/123,757	09/06/00
Motive Studio	2,563,361	04/23/02
AnswerWeb	2,511,729	11/27/01
Motive	2,575,465	06/04/02
M (Stylized Letters)	76/114,360	08/22/00
Question.com (and design)	75/892,320	01/07/00