

Edgar Filing: MOTIVE INC - Form SC 13G

MOTIVE INC  
Form SC 13G  
February 14, 2005

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Schedule 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b),  
(c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)  
(Amendment No. \_\_)\*

Motive, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

61980V107

-----  
(CUSIP Number)

December 31, 2004

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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Exhibit Index Contained on Page 28

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CUSIP NO. 61980V107

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1 NAME OF REPORTING  
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Accel V L.P. ("A5")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 641,916 shares, except that A5A, the general partner deemed to have sole power to vote these shares, an Partnership L.P. ("ACFPF"), Homestake Partners L.P. Breyer ("Breyer"), Luke B. Evin ("Evin"), Eugene ("Hill"), Arthur C. Patterson ("Patterson"), James ("Swartz"), and J. Peter Wagner ("Wagner"), the man A5A, may be deemed to have shared power to vote the
---	---	--

6	SHARED VOTING POWER 0 shares.
---	----------------------------------

7	SOLE DISPOSITIVE POWER 641,916 shares, except that A5A, the general partner deemed to have sole power to dispose of these share Breyer, Evin, Hill, Patterson, Swartz and Wagner, members of A5A, may be deemed to have shared power shares.
---	---

8	SHARED DISPOSITIVE POWER 0 shares.
---	---------------------------------------

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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12 TYPE OR REPORTING PERSON

CUSIP NO. 61980V107

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1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Accel V Associates L.L.C. ("A5A")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH REPORTING  
PERSON  
WITH

5 SOLE VOTING POWER  
641,916 shares, all of which are directly owned by  
general partner of A5, may be deemed to have sole p  
shares, and ACPFP, HP, Breyer, Evnin, Hill, Patters  
Wagner, the managing members of A5A, may be deemed  
power to vote these shares.

6 SHARED VOTING POWER  
See response to row 5.

7 SOLE DISPOSITIVE POWER  
641,916 shares, all of which are directly owned by  
general partner of A5, may be deemed to have sole p  
these shares, and ACPFP, HP, Breyer, Evnin, Hill, P  
and Wagner, the managing members of A5A, may be dee  
power to dispose of these shares.

8 SHARED DISPOSITIVE POWER  
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

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EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OR REPORTING PERSON

CUSIP NO. 61980V107

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1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Accel Internet/Strategic Technology Fund L.P. ("AISTF")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

5 SOLE VOTING POWER  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
85,045 shares, except that AISTFA, the general part be deemed to have sole power to vote these shares, Breyer, Evin, Hill, Patterson, Swartz and Wagner, members of AISTFA, may be deemed to have shared power shares.

6 SHARED VOTING POWER  
See response to row 5.

7 SOLE DISPOSITIVE POWER  
85,045 shares, except that AISTFA, the general part be deemed to have sole power to dispose of these shares, SFP, Breyer, Evin, Hill, Patterson, Swartz and Wagner, members of AISTFA, may be deemed to have shared power these shares.

8 SHARED DISPOSITIVE POWER  
See response to row 7.

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OR REPORTING PERSON

CUSIP NO. 61980V107

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Page 5 of

1 NAME OF REPORTING PERSON  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Accel Internet/Strategic Technology Fund Associates L.L.C. ("AISTFA")  
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH REPORTING  
PERSON  
WITH

5 SOLE VOTING POWER  
85,045 shares, all of which are directly owned by AISTFA, general partner of AISTF, may be deemed to have sole voting power to vote these shares, and ACPFP, HP, Breyer, Evnin, Hill, P and Wagner, the managing members of AISTFA, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER  
See response to row 5.

7 SOLE DISPOSITIVE POWER  
85,045 shares, all of which are directly owned by AISTFA, general partner of AISTF, may be deemed to have sole voting power to vote these shares, and ACPFP, HP, Breyer, Evnin, Hill

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and Wagner, the managing members of AISTFA, may be shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER  
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OR REPORTING PERSON

CUSIP NO. 61980V107

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1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Accel Keiretsu V L.P. ("AK5")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH REPORTING  
PERSON  
WITH

5 SOLE VOTING POWER  
33,527 shares, except that Accel Keiretsu V Associa  
("AK5A"), the general partner of AK5, may be deemed  
to vote these shares, and Breyer, Patterson and Swa  
members of AK5A, may be deemed to have shared power  
shares.

6 SHARED VOTING POWER  
See response to row 5.

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7 SOLE DISPOSITIVE POWER  
33,527 shares, except that AK5A, the general partner  
deemed to have sole power to dispose of these shares.  
Patterson and Swartz, the managing members of AK5 m  
have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER  
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OR REPORTING PERSON

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1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Accel Keiretsu V Associates L.L.C. ("AK5A")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH REPORTING

5 SOLE VOTING POWER  
33,527 shares, all of which are directly owned by A  
general partner of AK5, may be deemed to have sole  
shares, and Breyer, Patterson and Swartz, the manag  
AK5A, may be deemed to have shared power to vote th

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PERSON  
WITH

6 SHARED VOTING POWER  
See response to row 5.

7 SOLE DISPOSITIVE POWER  
33,527 shares, all of which are directly owned by A  
general partner of AK5, may be deemed to have sole  
these shares, and Breyer, Patterson and Swartz, the  
of AK5A, may be deemed to have shared power to disp  
shares.

8 SHARED DISPOSITIVE POWER  
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OR REPORTING PERSON

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1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Accel Investors '97 L.P. ("AI97")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware



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5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER 39,251 shares, except that Breyer, Evnin, Hill, Pat Wagner, the general partners of AI97, may be deemed power to vote these shares.
6	SHARED VOTING POWER See response to row 5.	
7	SOLE DISPOSITIVE POWER 39,251 shares, except that Breyer, Evnin, Hill, Pat Wagner, the general partners of AI97, may be deemed power to dispose of these shares.	
8	SHARED DISPOSITIVE POWER See response to row 7.	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
12	TYPE OR REPORTING PERSON	

CUSIP NO. 61980V107

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1	NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Accel VII L.P. ("A7")	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [ ]
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	

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Delaware

5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 439,332 shares, except that Accel VII Associates L. general partner of A7, may be deemed to have sole p shares, and Breyer, Patterson, Theresia Gouw Ranzet Swartz and Wagner, the managing members of A7A, may shared power to vote these shares.
6		6	SHARED VOTING POWER See response to row 5.
7		7	SOLE DISPOSITIVE POWER 439,332 shares, except that A7A, the general partne deemed to have sole power to dispose of these share Patterson, Ranzetta, Swartz and Wagner, the managin may be deemed to have shared power to dispose of th
8		8	SHARED DISPOSITIVE POWER See response to row 7.
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
12	TYPE OR REPORTING PERSON		

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1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Accel VII Associates L.L.C. ("A7A")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER  
439,332 shares, all of which are directly owned by general partner of A7, may be deemed to have sole p shares, and Breyer, Patterson, Ranzetta, Swartz an managing members of A7A, may be deemed to have shar these shares.

6 SHARED VOTING POWER  
See response to row 5.

7 SOLE DISPOSITIVE POWER  
439,332 shares, all of which are directly owned by general partner of A7, may be deemed to have sole p these shares, and Breyer, Patterson, Ranzetta, Swar managing members of A7A, may be deemed to have shar of these shares.

8 SHARED DISPOSITIVE POWER  
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OR REPORTING PERSON

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1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Accel Internet Fund III L.P. ("AIF3")

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH REPORTING  
PERSON  
WITH

5

SOLE VOTING POWER  
109,833 shares, except that Accel Internet Fund III ("AIF3A"), the general partner of AIF3, may be deemed to have sole power to vote these shares, and Breyer, Patterson, and Wagner, the managing members of AIF3A, may be deemed to have shared power to vote these shares.

6

SHARED VOTING POWER  
See response to row 5.

7

SOLE DISPOSITIVE POWER  
109,833 shares, except that AIF3A, the general partner of AIF3, may be deemed to have sole power to dispose of these shares, and Breyer, Patterson, Ranzetta, Swartz and Wagner, the managing members of AIF3A, may be deemed to have shared power to dispose of these shares.

8

SHARED DISPOSITIVE POWER  
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OR REPORTING PERSON

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1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Accel Internet Fund III Associates L.L.C. ("AIF3A")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER  
109,833 shares, all of which are directly owned by general partner of AIF3, may be deemed to have sole these shares, and Breyer, Patterson, Ranzetta, Swar managing members of AIF3A, may be deemed to have sh these shares.

6 SHARED VOTING POWER  
See response to row 5.

7 SOLE DISPOSITIVE POWER  
109,833 shares, all of which are directly owned by general partner of AIF3, may be deemed to have sole of these shares, and Breyer, Patterson, Ranzetta, S the managing members of AIF3A, may be deemed to hav dispose of these shares.

8 SHARED DISPOSITIVE POWER  
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OR REPORTING PERSON

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1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Accel Investors '99 L.P. ("AI99")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

5 SOLE VOTING POWER  
54,314 shares, except that Breyer, Patterson, Ranze  
Wagner, the general partners of AI99, may be deemed  
power to vote these shares.

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER  
See response to row 5.

7 SOLE DISPOSITIVE POWER  
54,314 shares, except that Breyer, Patterson, Ranze  
Wagner, the general partners of AI99, may be deemed  
power to dispose of these shares.

8 SHARED DISPOSITIVE POWER  
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OR REPORTING PERSON

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-----  
 CUSIP NO. 61980V107  
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 -----

1 NAME OF REPORTING  
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Homestake Partners L.P. ("HP")  
 -----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

3 SEC USE ONLY  
 -----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware  
 -----

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY EACH REPORTING  
 PERSON  
 WITH

5 SOLE VOTING POWER  
 0 shares.  
 -----

6 SHARED VOTING POWER  
 726,961 shares, of which 641,916 are shares directly  
 85,045 are shares directly owned by AISTF. HP is a  
 A5A, the general partner of A5 and a managing member  
 general partner of AISTF and may be deemed to have  
 vote these shares.  
 -----

7 SOLE DISPOSITIVE POWER  
 0 shares.  
 -----

8 SHARED DISPOSITIVE POWER  
 726,961 shares, of which 641,916 are shares directly  
 85,045 are shares directly owned by AISTF. HP is a  
 A5A, the general partner of A5 and a managing member  
 general partner of AISTF and may be deemed to have  
 dispose of these shares.  
 -----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON  
 -----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
 EXCLUDES CERTAIN SHARES  
 -----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
 -----

12 TYPE OF REPORTING PERSON  
 -----

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1 NAME OF REPORTING  
PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
ACP Family Partnership L.P. ("ACFPF")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
California

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH REPORTING  
PERSON  
WITH

5 SOLE VOTING POWER  
0 shares.

6 SHARED VOTING POWER  
726,961 shares, of which 641,916 are shares directly  
owned by AISTF. ACFPF is the general partner of A5A, the  
general partner of AISTF and may be deemed to have  
vote these shares.

7 SOLE DISPOSITIVE POWER  
0 shares.

8 SHARED DISPOSITIVE POWER  
726,961 shares, of which 641,916 are shares directly  
owned by AISTF. ACFPF is the general partner of A5A, the  
general partner of AISTF and may be deemed to have  
dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES



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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON

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1 NAME OF REPORTING  
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 James W. Breyer ("Breyer")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 U.S. Citizen

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY EACH REPORTING  
 PERSON  
 WITH

5 SOLE VOTING POWER  
 0 shares.

6 SHARED VOTING POWER  
 1,403,218 shares, of which 641,916 are shares directly  
 85,045 are shares directly owned by AISTF, 33,527 a  
 owned by AK5, 39,251 are shares directly owned by A  
 shares directly owned by A7, 109,833 are shares dir  
 AIF3, and 54,314 are shares directly owned by AI99.  
 managing member of A5A, the general partner of A5,  
 of AISTFA, the general partner of AISTF, a managing  
 the general partner of AK5, a general partner of AI  
 member of A7A, the general partner of A7, a managin  
 the general partner of AIF3 and a general partner o  
 deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER  
 0 shares.

8 SHARED DISPOSITIVE POWER  
 1,403,218 shares, of which 641,916 are shares direc  
 85,045 are shares directly owned by AISTF, 33,527 a  
 owned by AK5, 39,251 are shares directly owned by A  
 shares directly owned by A7, 109,833 are shares dir  
 AIF3, and 54,314 are shares directly owned by AI99.

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managing member of A5A, the general partner of A5, of AISTFA, the general partner of AISTF, a managing the general partner of AK5, a general partner of AI member of A7A, the general partner of A7, a managin the general partner of AIF3 and a general partner o deemed to have shared power to dispose of these sha

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON

CUSIP NO. 61980V107

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1 NAME OF REPORTING PERSONS  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
Luke B. Evnin ("Evnin")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
U.S. Citizen

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH REPORTING  
PERSON  
WITH

5 SOLE VOTING POWER  
0 shares.

6 SHARED VOTING POWER  
766,212 shares, of which 641,916 are shares directl  
85,045 are shares directly owned by AISTF and 39,25  
directly owned by AI97. Evnin is a managing member  
general partner of A5, a managing member of AISTFA,  
partner of AISTF and a general partner of AI97, and  
have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

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0 shares.

8 SHARED DISPOSITIVE POWER  
 766,212 shares, of which 641,916 are shares directly  
 85,045 are shares directly owned by AISTF and 39,25  
 directly owned by AI97. Evinin is a managing member  
 partner of A5, a managing member of AISTFA, the gen  
 AISTF and a general partner of AI97, and may be dee  
 power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON

CUSIP NO. 61980V107

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1 NAME OF REPORTING PERSONS  
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
 Eugene D. Hill, III ("Hill")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 U.S. Citizen

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY EACH REPORTING  
 PERSON  
 WITH

5 SOLE VOTING POWER  
 0 shares.

6 SHARED VOTING POWER  
 766,212 shares, of which 641,916 are shares directly  
 85,045 are shares directly owned by AISTF and 39,25  
 directly owned by AI97. Hill is a managing member o  
 partner of A5, a managing member of AISTFA, the gen  
 AISTF and a general partner of AI97, and may be dee

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power to vote these shares.

7 SOLE DISPOSITIVE POWER  
0 shares.

8 SHARED DISPOSITIVE POWER  
766,212 shares, of which 641,916 are shares directly  
85,045 are shares directly owned by AISTF and 39,25  
directly owned by AI97. Hill is a managing member o  
partner of A5, a managing member of AISTFA, the gen  
AISTF and a general partner of AI97, and may be dee  
power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON

CUSIP NO. 61980V107

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1 NAME OF REPORTING PERSONS  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
Arthur C. Patterson ("Patterson")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
U.S. Citizen

NUMBER OF  
SHARES

5

SOLE VOTING POWER  
17,990 shares. Patterson is the general partner of

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BENEFICIALLY  
OWNED BY EACH REPORTING  
PERSON  
WITH

Patterson Partners, a Delaware limited partnership  
may be deemed to have sole power to vote these sha

6 SHARED VOTING POWER  
1,403,218 shares, of which 641,916 are shares direc  
85,045 are shares directly owned by AISTF, 33,527 a  
owned by AK5, 39,251 are shares directly owned by A  
shares directly owned by A7, 109,833 are shares dir  
AIF3, and 54,314 are shares directly owned by AI99.  
managing member of A5A, the general partner of A5,  
of AISTFA, the general partner of AISTF, a managing  
the general partner of AK5, a general partner of AI  
member of A7A, the general partner of A7, a managin  
the general partner of AIF3 and a general partner o  
deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER  
17,990 shares. Patterson is the general partner of  
deemed to have sole power to dispose of these share

8 SHARED DISPOSITIVE POWER  
1,403,218 shares, of which 641,916 are shares direc  
85,045 are shares directly owned by AISTF, 33,527 a  
owned by AK5, 39,251 are shares directly owned by A  
shares directly owned by A7, 109,833 are shares dir  
AIF3, and 54,314 are shares directly owned by AI99.  
managing member of A5A, the general partner of A5,  
of AISTFA, the general partner of AISTF, a managing  
the general partner of AK5, a general partner of AI  
member of A7A, the general partner of A7, a managin  
the general partner of AIF3 and a general partner o  
deemed to have shared power to dispose of these sha

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON

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1 NAME OF REPORTING PERSONS  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
Theresa Gouw Ranzetta ("Ranzetta")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
U.S. Citizen

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH REPORTING  
PERSON  
WITH

5 SOLE VOTING POWER  
0 shares.

6 SHARED VOTING POWER  
603,479 shares, of which 439,332 are shares directly  
109,833 are shares directly owned by AIF3 and 54,311  
directly owned by AI99. Ranzetta is a managing member  
general partner of A7 and a managing member of AIF3  
partner of AIF3 and a general partner of AI99 and m  
have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER  
0 shares.

8 SHARED DISPOSITIVE POWER  
603,479 shares, of which 439,332 are shares directly  
109,833 are shares directly owned by AIF3 and 54,311  
directly owned by AI99. Ranzetta is a managing member  
general partner of A7 and a managing member of AIF3  
partner of AIF3 and a general partner of AI99 and m  
have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON

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-----  
 CUSIP NO. 61980V107  
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-----  
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 -----

1 NAME OF REPORTING PERSONS  
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
 James R. Swartz ("Swartz")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER  
 0 shares.

6 SHARED VOTING POWER  
 1,403,218 shares, of which 641,916 are shares directly owned by AISTF, 33,527 are shares directly owned by AK5, 39,251 are shares directly owned by A7, 109,833 are shares directly owned by AIF3, and 54,314 are shares directly owned by AI99. managing member of A5A, the general partner of A5, of AISTFA, the general partner of AISTF, a managing member of A7A, the general partner of A7, a managing member of AIF3 and a general partner of AI99. deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER  
 0 shares.

8 SHARED DISPOSITIVE POWER  
 1,403,218 shares, of which 641,916 are shares directly owned by AISTF, 33,527 are shares directly owned by AK5, 39,251 are shares directly owned by A7, 109,833 are shares directly owned by AIF3, and 54,314 are shares directly owned by AI99. managing member of A5A, the general partner of A5, of AISTFA, the general partner of AISTF, a managing member of A7A, the general partner of A7, a managing member of AIF3 and a general partner of AI99. deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

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REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON

CUSIP NO. 61980V107

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1 NAME OF REPORTING PERSONS  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
J. Peter Wagner ("Wagner")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
U.S. Citizen

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH REPORTING  
PERSON  
WITH

5 SOLE VOTING POWER  
0 shares.

6 SHARED VOTING POWER  
1,369,691 shares, of which 641,916 are shares directly owned by AISTF, 85,045 are shares directly owned by AISTF, 39,251 are shares directly owned by AI97, 439,332 are shares directly owned by AIF3, and 54,314 are shares directly owned by AIF3, and 54,314 are shares directly owned by AI99. Wagner is a managing member of A5A, the general partner of AISTF, a managing member of AISTFA, the general partner of AI97, a managing member of A7A, the general partner of AIF3, a managing member of AIF3A, the general partner of AI99 and may be deemed to have shared power over the shares..

7 SOLE DISPOSITIVE POWER  
0 shares.



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8 SHARED DISPOSITIVE POWER  
 1,369,691 shares, of which 641,916 are shares direct  
 85,045 are shares directly owned by AISTF, 39,251 a  
 owned by AI97, 439,332 are shares directly owned by  
 shares directly owned by AIF3, and 54,314 are share  
 AI99. Wagner is a managing member of A5A, the gener  
 managing member of AISTFA, the general partner of A  
 partner of AI97, a managing member of A7A, the gene  
 a managing member of AIF3A, the general partner of  
 partner of AI99 and may be deemed to have shared po  
 these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON

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ITEM 1(a). NAME OF ISSUER:  
 Motive, Inc.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:  
 12515 Research Blvd., Building 5  
 Austin, TX 78759-2247

ITEM 2(a). NAME OF PERSONS FILING:  
 This Statement is filed by Accel V L.P. ("A5"), Accel V  
 Associates L.L.C. ("A5A"), Accel Keiretsu V L.P. ("AK5"),  
 Accel Keiretsu V Associates, L.L.C. ("AK5A"), Accel Investors  
 '97 L.P. ("AI97"), Accel Internet/Strategic Technology Fund  
 L.P. ("AISTF"), Accel Internet/Strategic Technology Fund  
 Associates L.L.C. ("AISTFA"), Accel VII L.P. ("A7"), Accel VII  
 Associates L.L.C. ("A7A"), Accel Internet Fund III L.P.  
 ("AIF3"), Accel Internet Fund III Associates, L.L.C.  
 ("AIF3A"), Accel Investors '99 L.P. ("AI99"), ACP Family  
 Partnership L.P. ("ACFPF"), Homestake Partners L.P. ("HP"),  
 James W. Breyer ("Breyer"), Luke B. Evnin ("Evnin"), Eugene D.  
 Hill, III ("Hill"), Arthur C. Patterson ("Patterson"),  
 Theresia Gouw Ranzetta ("Ranzetta"), James R. Swartz  
 ("Swartz") and J. Peter Wagner ("Wagner"). The foregoing  
 entities and individuals are collectively referred to as the  
 "Reporting Persons."

A5A, the general partner of A5, may be deemed to have sole  
 power to vote and sole power to dispose of shares of the  
 issuer directly owned by A5. AK5A, the general partner of AK5,

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may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by AK5. AISTFA, the general partner of AISTF, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by AISTF. A7A, the general partner of A7, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by A7. AIF3A, the general partner of AIF3, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by AIF3. ACPFP, HP, Breyer, Evnin, Hill, Patterson, Swartz and Wagner are managing members of A5A and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by A5. Breyer, Patterson and Swartz are managing members of AK5A and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by AK5. ACPFP, HP, Breyer, Evnin, Hill, Patterson, Swartz and Wagner are managing members of AISTFA and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by AISTF. Breyer, Patterson, Ranzetta, Swartz and Wagner are managing members of A7A and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by A7. Breyer, Patterson, Ranzetta, Swartz and Wagner are managing members of AIF3A and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by AIF3. Breyer, Patterson, Swartz and Wagner are general partners of AI97 and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by AI97. Breyer, Patterson, Ranzetta, Swartz and Wagner are general partners of AI99 and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by AI99.

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ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR, IF NONE, RESIDENCE:

The address of the principal business office for each of the Reporting Persons is:

Accel Partners  
428 University Avenue  
Palo Alto, CA 94301

ITEM 2(c) CITIZENSHIP:

A5, AK5, AI97, AISTF, A7, AIF3, AI99 and HP are Delaware limited partnerships, ACPFP is a California limited partnership, A5A, AK5A, AISTFA, A7A and AIF3A are Delaware limited liability companies and Breyer, Evnin, Hill, Patterson, Ranzetta, Swartz and Wagner are United States citizens.

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock

ITEM 2(e). CUSIP NUMBER:

CUSIP # 61980V107

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ITEM 3. Not Applicable

ITEM 4. OWNERSHIP:

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2004:

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(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not Applicable

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Under certain circumstances set forth in the partnership agreements of A5, AK5, AI97, AISTF, A7, AIF3 and AI99 and the limited liability company agreements of A5A, AK5A, AISTFA, A7A and AIF3A, the general partners, limited partners, or members as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a general partner, limited partner, or member.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT

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HOLDING COMPANY:

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not applicable

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ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

Not applicable

ITEM 10. CERTIFICATION:

Not applicable

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2005

Entities:

Accel V L.P.  
Accel Keiretsu V L.P.  
Accel Investors `97 L.P.  
Accel Internet/Strategic Technology Fund L.P.  
Accel VII L.P.  
Accel Internet Fund III L.P.  
Accel Investors `99 L.P.  
Accel V Associates L.L.C.  
Accel Keiretsu V Associates, L.L.C.  
Accel Internet/Strategic Technology Fund Associates L.L.C.  
Accel VII Associates L.L.C.  
Accel Internet Fund III Associates L.L.C.  
ACP Family Partnership L.P.  
Homestake Partners L.P.

By: /s/ Tracy L. Sedlock

-----  
Tracy L. Sedlock, Attorney  
for above-listed entities

Individuals:

James W. Breyer  
Luke B. Evin  
Eugene D. Hill, III

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Arthur C. Patterson  
Theresa Gouw Ranzetta  
James R. Swartz  
J. Peter Wagner

By: /s/ Tracy L. Sedlock

-----  
Tracy L. Sedlock, Attorney-  
for above-listed individual

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EXHIBIT INDEX

Exhibit -----	Found on Sequentially Numbered Page -----
Exhibit A: Agreement of Joint Filing	29
Exhibit B: Reference to Tracy L. Sedlock as Attorney-in-Fact	30

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EXHIBIT A

Agreement of Joint Filing

The Reporting Persons have agreed that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Motive, Inc. shall be filed on behalf of each of the Reporting Persons. Note that a copy of the applicable Agreement of Joint Filing is already on file with the appropriate agencies.

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EXHIBIT B

REFERENCE TO TRACY L. SEDLOCK AS ATTORNEY-IN-FACT

Tracy L. Sedlock has signed the enclosed documents as Attorney-In-Fact. Note that a copy of the applicable Power of Attorney is already on file with the appropriate agencies.