



N O V E L L

By Certified Mail, Return Receipt Requested

March 25, 1996

Prentice-Hall, Inc.
1 Lake Street
Upper Saddle River, NJ 07458
Room 3G15

Attention: Mr. Gregory Doench, Executive Editor

Re: December 17, 1986 Publication Agreement, as amended, now in effect between Novell, Inc. ("Novell") and Prentice-Hall, Inc. ("Prentice-Hall")

Dear Mr. Doench::

As you may know, Novell transferred to The Santa Cruz Operation, Inc. ("SCO") its existing ownership interest in UNIX System-based offerings and related products as listed in Attachment A of this letter ("collectively "Transferred Products").

It makes immeasurably more business sense for SCO, as the owner of the Transferred Products, to handle directly with Prentice-Hall any matters that may become relevant under the subject Agreement. Accordingly, Novell would appreciate Prentice-Hall's formal concurrence under Section 28 of the subject Agreement, to Novell's assignment of its rights and delegation of any remaining obligations under the subject Agreement insofar as such rights and obligations relate to the Transferred Products, to SCO. Novell represents that SCO has undertaken in writing to assume such obligations.

Since Prentice-Hall's interests under the subject Agreement continue to be protected, we assume that Prentice-Hall has no problem with this request. Accordingly, please indicate Prentice-Hall's concurrence by signing and dating a copy of this letter and returning such signed copy to:


Ms. Mei Negishi
Novell, Inc.
Room A165
180 Park Avenue
P.O. Box 949
Florham Park NJ 07932-0949

Any applicable payments associated with the Transferred Products under the subject Agreement should be sent, along with any applicable royalty reports, to the following address:

The Santa Cruz Operation, Inc.
P.O. Box 7745
San Francisco, CA 94120-7745

Please send all other correspondence with respect to the Transferred Products to the following address:

The Santa Cruz Operation, Inc.



NOVELL
180 Park Avenue
P.O. Box 949
Florham Park, NJ 07932-0949

180 Park Avenue
Building 103
Florham Park, NJ 07932-0949
Attention: Law and Corporate Affairs

Any payments associated with products other than those listed in Attachment A should be sent to the following address:

Novell, Inc.
c/o PNC Bank
Florham Park
P.O. Box 31001-0262
Pasadena, CA 91110-0262

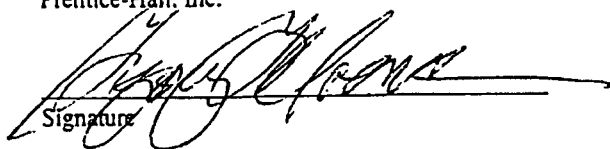
Very truly yours,

NOVELL, INC.

By: 

Accepted and Agreed to:

Prentice-Hall, Inc.


Signature

GREGORY DOENICH
Printed Name

Executive Editor
Title

01/18/96
Date

ATTACHMENT A

NOVELL SOFTWARE PRODUCTS

All Releases of UNIX® System V and prior Releases of the UNIX System

All UnixWare® Releases up to and including UnixWare Release 2 (encompassing updates and upgrades to these releases as well)

Open Network Computing+

386 Implementation of UNIX System V Release 4
Multi-National Language Supplement
3B2 Implementation of UNIX System V Release 4
Multi-National Language Supplement
Application Source Verifier Release 2.0
Artus
C Compilation System for Motorola 68000
C Optimized Compilation System for UNIX System V
386/486
C++ Documents
C++ Language System Release 2.0
C++ Language System Release 2.1
C++ Language System Release 3.0 and 3.0.1
C++ Language System Release 3.0.2
C++ Language System Release 3.0.3
C++ Object Interface Library Release 1.1
C++ Standard Components Release 2.0
C++ Standard Components Release 2.0.1
C++ Standard Components Release 3.0
C++ Standard Libraries Release 2.0
C++ Standard Libraries Release 3.0
C++ Standard Library Extension Release 1.0
C++ Translator
CFRONT Release 1.2
Chinese System Messages Implementation of UNIX
System V Release 4 System Messages
Distributed Manager/Framework & Host Manager
Release 1.0
Distributed Manager/Framework & Host Manager
Technology Licensing Program 1
Distributed Manager/Framework & Host Manager U.I.
Early Access
Distributed Manager/Print Manager Release 1.0

Distributed Manager/Print Manager Technology
Licensing Program 1
Distributed Manager/Print Manager U.I. Early
Access
DM/SM-TLP1
Documentation Reproduction Provision - UNIX System
V Handbook
Documentation Reproduction Provision - UNIX System
V Programming Books
Documentation Reproduction Provision - UNIX System
V Reference Books
Documentation Reproduction Provision - UNIX System
V User's and Administrator's Books
European Supplement Release 3.2
European System Messages Release 3.2
French Application Environment 1.0/3B2
French System Messages Implementation of UNIX
System V Release 4 System Messages
French System Messages Implementation of UNIX
System V Release 4.1 Enhanced Security System
Messages
German Application Environment
German System Messages Implementation of UNIX
System V Release 4 System Messages
German System Messages Implementation of UNIX
System V Release 4.1 Enhanced Security System
Messages
Hindi System Messages Implementation of UNIX
System V Release 4 System Messages
Intel386 Microprocessor Implementation of VERITAS
File System (VxFS) Release 1.0
Intel386 Microprocessor Implementation of VERITAS
Visual Administrator Release 1.01
Intel386 Microprocessor Implementation of VERITAS
Volume Manager (VxVM) Release 1.01
Intel386 Microprocessor Implementation of VERITAS
Volume Manager (VxVM) Release 1.1
Intel386 Microprocessor Implementation of VERITAS
Volume Manager (VxVM) Release 1.1.1
Italian System Messages Implementation of UNIX
System V Release 4.1 Enhanced Security System
Messages
Italian System Messages Implementation Of UNIX
System V Release 4 System Messages
Japanese Application Environment I/O Release 1.0
Japanese Application Environment Release 2.0
Japanese Application Environment Release 2.0
Japanese Application Environment Release 2.1
Japanese Environment for SVR4.2
Japanese Extension Implementation of UNIX System V
Release 4.2
Japanese I/O Release 1.0
Japanese System Messages Implementation of UNIX
System V Release 4 System Messages

Japanese System Messages Implementation of UNIX
System V Release 4.1 Enhanced Security System
Messages
Japanese System Messages Release 3.2
Korean System Messages Implementation of UNIX
System V Release 4 System Messages
Optimizing C Compiler for Intel, Release 3.0
Spanish System Messages Implementation of UNIX
System V Release 4 System Messages
Spanish System Messages Implementation of UNIX
System V Release 4.1 Enhanced Security System
Messages
System V Release 2.0 Machine Readable
Documentation
System V Release 3.0 Documentation Reproduction
Provision
System V Release 3.1 Documentation Reproduction
Provision
System V Release 3.2 Documentation Reproduction
Provision
System V Verification Suite Release 2
System V Verification Suite Release 3
System V Verification Suite Release 4
UNIX System V French System Messages Release 3.2
UNIX System V German System Messages Release 3.2
UNIX System V Release 1.0 for 3B2 Multi-National
Language Supplement
UNIX System V Release 1.0 for Intel 386 Multi-
National Language Supplement
UNIX System V Release 3.2 386 Documentation
Reproduction Provision
UNIX System V Release 3.2 for Intel 386 Multi-
National Language Supplement
UNIX System V Release 3.2 for Intel 386 Multi-
National Language Supplement
UNIX System V Release 3.2 Multi-National Language
Supplement
UNIX System V Release 4 European Language
Supplement
UNIX System V Release 4 STREAMS-Based Korean
Input/Output Subsystem
UNIX System V Release 4.0 386 Documentation
Reproduction Provision
UNIX System V Release 4.0 3B2 Documentation
Reproduction Provision
UNIX System V Release 4.0 i860 Documentation
Reproduction Provision
UNIX System V Release 4.2 European Language
Supplement, Version 1
UNIX System V Release 4.2 MP Japanese Extension
UNIX Time Sharing Operating System Phototypesetter
and C Compiler Edition #7
USL Standard C Development Environment for the 860
Implementation of UNIX System V Release 4.0

Veritas File System (VxFS) Release 1.3 for UNIX
System V Release 4.2
XWIN Graphical Windowing System Release 3.0
XWIN Graphical Windowing System Release 4.0
XWIN Graphical Windowing System Release 4.0i