

4226

N O V E L L

BY CERTIFIED MAIL

May 23, 1996

SunSoft, Inc.
2550 Garcia Avenue, M/S MPK-18-206
Mountain View, CA 94043-1100

Attention: Mr. Doug Nelson
Vice President and General Counsel

Re: January 1, 1994 Software Distribution Agreement between Novell, Inc. ("Novell") and Sun Microsystems, Inc. ("Sun") # 4226

As you may have heard, Novell has transferred to The Santa Cruz Operation, Inc. ("SCO") Novell's existing ownership interest in UNIX System-based offerings and related products (collectively "Transferred Products").

This is to notify you of Novell's assignment of its rights under the subject Agreement to SCO in connection with the sale of the Transferred Products. Novell represents that SCO has undertaken in writing to assume Novell's remaining obligations, if any, to Sun under the subject Agreement.

Please direct all future correspondence regarding this matter to SCO at the following address:

The Santa Cruz Operation, Inc.
180 Park Avenue
Building 103
Florham Park, NJ 07932-0949

Attention: Jim Machi
Copy to: Burt Levine
Senior Corporate Counsel

Thank you.

Very truly yours,

NOVELL, INC.

By: Michael J. DeFazio
Michael J. DeFazio

ADW
10/24/96
10/24/96
10/24/96