



SCO

180 Park Avenue
P.O. Box 949
Florham Park, New Jersey 07932-0949
(201) 443-5775 Fax: (201) 443-5733

June 19, 1996

Mr. Alex M. C. Lee
TATUNG COMPANY
22 Chungshan North Road
Section 3
Taipei, Taiwan 10451
Republic of China

Re: Ownership change for the UNIX® Operating System

Dear Mr. Lee

As you are aware, the ownership of the UNIX® Operating System has been transferred from NOVELL, INC. to The Santa Cruz Operations, Inc. On December 6, 1995, a contract was executed by both parties which culminated an extensive period of negotiations and provided for the this transition of ownership. In an effort to maintain a line of communications with our existing Licensees, we have continued to keep them informed of changes that might affect our relationship. The attached letter, dated January 29, 1996 was forwarded to your attention in order to outline the changes that would impact on your current procedures. Under normal circumstances, this would be sufficient for our licensees to implement such changes. Unfortunately, we did not realize your requirements when this process was concluded.

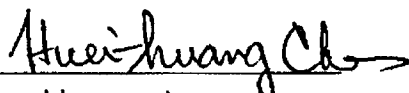
We attempted to cover all our licensees with one notification letter. We have since discovered that this assumption was inappropriate. I wish to apologize for overlooking your requirements and hope that this letter satisfies your needs.

By NOVELL's counter signature, they acknowledge such transfer has taken place.

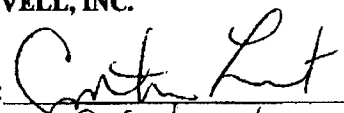
THE SANTA CRUZ OPERATION, INC.


William J. Murphy
Senior Contract Manager

TATUNG COMPANY, LTD.

By: 
Name: HUEI-HUANG CHEN
Title: GENERAL MANAGER
Date: July 3, '96

NOVELL, INC.

By: 
Name: Cynthia Lambert
Title: Revenue Manager
Date: 6/06/96

January 29, 1996

Mr. Alex M. C. Lee
TATUNG COMPANY
22 Chungshan North Road
Section 3
Taipei, Taiwan 10451
Republic of China

Dear Mr. Lee:

Attachment A to this letter lists certain UNIX® System-based and related product offerings which Novell, Inc. ("NOVELL"), or one of its predecessors, has offered up to the present time for license to its customers.

Among the products included in Attachment A are the specific products for which you are currently licensed by NOVELL under an appropriate Software Agreement (and, where binary distribution rights have been granted, a Sublicensing Agreement), as such agreement(s) may have been amended and/or supplemented from time to time.

This is to inform you that with respect to each of the NOVELL offerings listed on Attachment A for which you are currently licensed, NOVELL's rights as licensor under such agreement(s) have been assigned to The Santa Cruz Operation, Inc. Effective immediately, all applicable fee payments associated with your licenses for such products under such agreement(s), except for the \$200,000 payment due December 20, 1995 pursuant to paragraph 5 of the letter agreement between Tatung Company and NOVELL dated October 11, 1995 which shall be made to NOVELL, 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

Additionally, effective immediately any such payments to be made by bank wire transfer should be directed to:

Bank of the West
Corporate Division
Beneficiary: The Santa Cruz Operation, Inc.
Account No. 064-001456, ABA #1211-00782
1450 Treat Boulevard
Walnut Creek, CA 94596
USA

Letters of credit, detailed royalty reports associated with bank wire transfers, and all other correspondence with respect to your reporting requirements and account status for such products should be sent to the following address:

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

or faxed to the following number:

201-443-5731
Attention: Contract Administration

All other correspondence with respect to your licenses for such products should be sent to the following address:

The Santa Cruz Operation, Inc.
180 Park Avenue
Building 103
Florham Park, NJ 07932-0949
Attention: Law and Corporate Affairs

or faxed to the following number:

201-443-5730
Attention: Law and Corporate Affairs

If you are also licensed by NOVELL for source code offerings other than those listed in Attachment A, any payments applicable to your licenses for such other products should be sent along with the applicable quarterly royalty reports to the following address:

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

With respect to your licenses for such other source code offerings, payments made by bank wire transfer previously sent to The First Fidelity Bank, N.A. New Jersey, Account of NOVELL, INC., Acct. No. 8-130-5-12113, ABA #0312-01467 should be made via bank wire transfer to:

First Security Bank of Utah
Account # 060-0014765, ABA 124000012
35 N. State
Orem, Utah 84057
Account of Novell NJ International

Letters of credit, detailed royalty reports associated with bank wire transfers, and all other correspondence concerning your licenses for such other products should be sent to the following address:

Novell, Inc.
P.O. Box 949
180 Park Avenue
Building 103
Florham Park, NJ 07932-0949
Attention: Licensing Operations

or faxed to the following number:

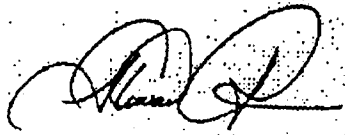
201-443-5038

In addition, such correspondence may be directed by electronic mail to:

license@novell.com

You will shortly be contacted by representatives of the SCO organization responsible for your account to discuss further the matter of the transferred rights.

Very truly yours,

A handwritten signature in black ink, appearing to read "Stewart Adams", with a stylized flourish at the end.

Stewart Adams

Attachment

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 |

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| 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 |

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| 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 |