



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 contiued 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.

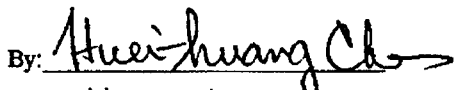
We attempted to cover all our licensees with one notification letter. We have since discovered that this assumption was inappropriate. I wish to apologize for overlooking your requirements and hope that this letter satisfies your needs.

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

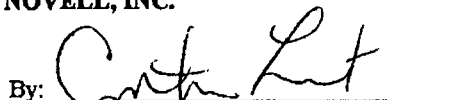
THE SANTA CRUZ OPERATION, INC.

  
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: 6/26/96

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:

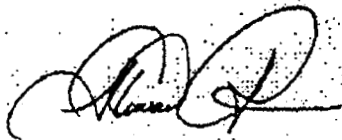
201-443-5038

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

[license@novell.com](mailto: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 large, 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

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