



N O V E L L

May 31, 1996

X/Open Company Limited
Apex Plaza, Forbury Road
Reading, Berkshire RG1 1AX
England

Attention: Mr. Steve Nunn

Re: 1995 XPG4 Trademark License Agreement between Novell, Inc.
("NOVELL") and X/Open Company Limited ("X/OPEN")

Dear Mr. Nunn:

As you may know, NOVELL transferred to The Santa Cruz Operation, Inc. ("SCO") its existing ownership interest in UNIX® System-based software and related products, including UnixWare® offerings.

The subject Agreement defined NOVELL's and X/OPEN's respective roles and responsibilities concerning conformance branding of such UnixWare offerings.. It makes immeasurably more business sense for SCO, as the owner of such offerings, to administer conformance of both the UnixWare product line and SCO's Open Server® product line under a common contractual relationship.

In furtherance to this objective, NOVELL would like X/OPEN's formal concurrence, under Section 11 of the subject Agreement, to NOVELL's assignment of its rights and delegation of any remaining obligations to SCO. (Through its countersignature below, SCO confirms that it has undertaken in writing to assume such obligations.)

Please indicate your concurrence by signing and dating a copy of this letter and returning the signed original to the attention of Ms. Mei Negishi, Room A119, 180 Park Avenue, P.O. Box 949, Florham Park, NJ 07932, U.S. A.

Very truly yours,

NOVELL, INC.

By: Michael J. Petaja

Agreed to and Accepted by:

X/Open Company Ltd.

By: Steve

Date: 4th June 1996

So Confirmed:

The Santa Cruz Operation, Inc.

By: Burton I. Levine

Printed Name: BURTON I. LEVINE

Title: SENIOR CORPORATE COUNSEL

Date: JUNE 4, 1996