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*Attorneys for Defendant/Counterclaim-Plaintiff
International Business Machines Corporation*

IN THE UNITED STATES DISTRICT COURT

FOR THE DISTRICT OF UTAH

THE SCO GROUP, INC.,

Plaintiff/Counterclaim-Defendant,

v.

INTERNATIONAL BUSINESS MACHINES
CORPORATION,

Defendant/Counterclaim-Plaintiff.

DECLARATION OF JAMES FREEMAN

Civil No. 2:03CV-0294 DAK

Honorable Dale A. Kimball

Magistrate Judge Brooke C. Wells

I, James Freeman, declare as follows:

1. I was employed at Caldera, Inc. ("Caldera") from 1994 to 1998. I served as a Member of Technical Staff.

2. Immediately prior to my employment at Caldera, I was employed at Novell, Inc. ("Novell") from 1992 to 1994.

3. This declaration is submitted in connection with the lawsuit brought by The SCO Group, Inc. ("SCO") against IBM, titled The SCO Group, Inc. v. International Business Machines Corporation, Civil No. 2:03CV-0294 DAK (D. Utah 2003). I make this declaration based upon personal knowledge.

UNIX and Linux Experience at Novell

4. I worked with UNIX while employed by Novell, including work on porting Novell's NetWare for UNIX to various UNIX flavors, including Solaris, AIX, and UnixWare.

5. I began working on Linux in 1993 while working at Novell through the Corsair project, which sought to develop Linux for the desktop. Some of the Corsair project remnants served as part of the basis for what would later become Caldera, and several of the Novell employees who worked on Corsair, including myself, left Novell to start Caldera.

Caldera's Linux Business

6. Caldera was founded as a Linux company in 1994.

7. Caldera distributed a variety of Linux products, including Caldera Network Desktop, NetWare for Linux, and Caldera OpenLinux.

8. Caldera made various contributions to Linux and to the open source community generally, including contributing equipment for the Linux SMP project, programming work on IPX/SPX, bug fixes, PPP enhancements, standards conformance testing, and developing Novell's NetWare Client for Linux.

9. I was personally involved with several Linux programming projects while at Caldera, including IPX, SPX, Frame Relay, PPP enhancements, and STREAMS.

10. During my employment with Caldera, Caldera was actively trying to make Linux more UNIX-like and to assist Linux in achieving technological compliance with UNIX standards and interfaces (POSIX, Spec 1170/Single UNIX Specification, SVID, etc.) as quickly as possible. The intent was to maximally leverage existing UNIX customer, vendor, and ISV investments in existing code, hardware, and applications.

11. I understand that SCO claims that certain materials in Linux infringe SCO's alleged copyrights, specifically: header files required by the Open Group's Single UNIX Specification (SUS), header files relating to the STREAMS technology, and files and specifications relating to the Executable and Linking Format (ELF).

12. I knew that all of this material was in or available to Linux during my employment at Caldera.

13. I know that this material was in or available to Linux because Caldera incorporated it into its Linux products.

Caldera's Support of Linux STREAMS

14. Caldera wanted Linux support for STREAMS a) in order to port and run its NetWare for Linux product and b) to expedite market acceptance for Linux by leveraging legacy

software, drivers and hardware used by vendors, customers, and ISVs that depended on STREAMS. The Linux kernel development community had no interest at all in including any STREAMS code within the kernel sources. Since the implementation of Linux STREAMS (LiS) at that time patched itself into and became part of the kernel sources, work was needed to make LiS standalone. LiS at that time was onerous for interested parties to build and use.

15. I contributed code to the Linux STREAMS project that made it build standalone (separate from the kernel sources) and run as a loadable Linux kernel module, recognizing the mainstream Linux kernel's disinterest in including the LiS codebase in the kernel sources. These included small changes to the kernel that would allow that version of LiS to load and run. Those changes were submitted on the basis that their inclusion would make Linux more Spec1170 compliant, which as a side-effect would enable STREAMS support.

16. The kernel maintainers did agree to create the needed system call numbers within the kernel. Caldera then used that capability to load and use STREAMS under Linux.

17. Caldera's NetWare for Linux product was dependent on the inclusion of Linux STREAMS.

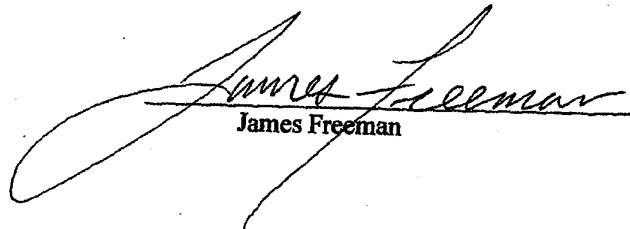
Caldera's Contribution to Linux SMP

18. While employed by Caldera, fellow Caldera employee Ron Holt and I convinced the company (in response to linux-kernel postings) to provide Alan Cox, a prominent maintainer/developer of the Linux kernel, with a dual-processor motherboard. The equipment provided by Caldera was a helpful part of the process that led to the development of symmetric multiprocessing (SMP) capabilities for Linux.

19. I declare under penalty of perjury that the foregoing is true and correct.

Executed: September 21, 2006.

Salt Lake City, Utah


James Freeman