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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,

-against-

**INTERNATIONAL BUSINESS
MACHINES CORPORATION,**

Defendant/Counterclaim-Plaintiff.

**DECLARATION OF
SCOTT NELSON IN SUPPORT OF
IBM'S MOTION FOR PARTIAL
SUMMARY JUDGMENT ON
BREACH OF CONTRACT CLAIMS**

Civil No. 2:03CV-0294 DAK

Honorable Dale A. Kimball

Magistrate Judge Brooke C. Wells

I, Scott Nelson, declare as follows:

1. I am employed by International Business Machines Corporation ("IBM"). I am the manager of the NUMA-Q Transition Engineering team.
2. This declaration is submitted in connection with the lawsuit brought by The SCO Group, Inc. ("SCO") against IBM, entitled 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.
3. I have worked with the Dynix operating system for more than two years. I supervise the team of developers who were and are responsible both for writing code for the Dynix operating system and for providing continued support to our customers on Dynix.
4. Each release of the Dynix operating system consists of millions of lines of source code. For example, the latest versions of the Dynix base operating system and the other layered products that constitute the Dynix operating system together contain approximately 30 million lines of source code.
5. Dynix contains code that was written by Sequent or IBM software engineers (or outside contractors retained by Sequent or IBM) for Dynix and code written by third parties and licensed to Sequent or IBM for inclusion in Dynix.

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

Executed: August 4, 2004

Beaverton, Oregon



Scott Nelson