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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
JEANETTE L. TILLEY**

Civil No. 2:03CV-0294 DAK

Honorable Dale A. Kimball

Magistrate Judge Brooke C. Wells

I, Jeanette L. Tilley, declare as follows:

1. I am currently employed by QVC, Inc., as a call-center manager. From 1965 to 1993, I was employed by various AT&T-related companies, including AT&T Information Systems, Inc. ("AT&T IS") and UNIX Systems Laboratories, Inc. ("USL"), and by Novell, Inc. ("Novell"). During the time I was employed by AT&T IS, USL and Novell, I had responsibility for the licensing of UNIX System V software and related materials.

2. This declaration is submitted in connection with the lawsuit entitled The SCO Group, Inc. v. International Business Machines Corporation, Civil Action No. 2:03CV-0294 DAK (D. Utah 2003). It supplements the declaration I executed on July 21, 2004, which I incorporate herein. This declaration is based upon personal knowledge.

3. While I was at AT&T IS, USL and Novell, we consistently informed licensees that they owned their own code and could do with that code as they wished, whether or not it was included in a modification or derivative work of UNIX System V, so long as they held confidential the UNIX System V software that was licensed from us.

4. It was not the intention of AT&T and its related companies or Novell to place any restrictions on our licensees' ability to use, copy, disclose or distribute the original code that they developed and included in a modification and derivative work based on UNIX System V. I said this to our licensees on numerous occasions during the course of my employment.

5. To the best of my knowledge and belief, our licensees relied upon my assurances, as I intended, as well as the assurances of my colleagues. I know, for example, that some licensees developed flavors of UNIX to which they added their own original works. Moreover, I know that some of our licensees publicly disclosed their original code, methods and concepts, despite the fact they were part of a modification or derivative work of UNIX System.

6. I never objected to such disclosures. Nor to my knowledge, did anyone else at AT&T IS, USL or Novell. The disclosure of code, methods and concepts of UNIX flavors was seen as good for AT&T IS, USL and Novell, because it was thought to bring attention to our UNIX software.

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

Executed: September __, 2006.

Port St. Lucie, Florida

 9-21-06

Jeanette L. Tilley