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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 BART WHITELEY

Civil No. 2:03CV-0294 DAK

Honorable Dale A. Kimball

Magistrate Judge Brooke C. Wells

I, Bart Whiteley, declare as follows:

1. I was employed at Caldera, Inc. ("Caldera") from 1997 to September 2002.

During my tenure at the company, I served as an Associate Test Engineer, Manager of Testing and Integration, and Software Engineer. I assumed responsibilities for testing and integration in 1998, then in 2000 I joined the team working on Volution.

2. I am currently employed as a Senior Software Engineer for Novell, Inc. ("Novell") in Provo, Utah.

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.

Caldera's Linux Business

4. Caldera was founded as a Linux company in 1994.
5. Caldera distributed a variety of Linux products, including Caldera Network Desktop and Caldera OpenLinux.
6. Caldera distributed its Linux products under the GNU General Public License (GPL). Caldera made available all source information, with GPL notices, to all persons purchasing or downloading its general Linux kernel products and associated header files.
7. Caldera made various contributions to Linux and to the open source community generally, including being an early sponsor and architect of the RedHat Package Manager (RPM), contributing equipment and funding for the Linux SMP project, making early contributions to the development of various kernel drivers (including Ethernet and Frame Relay),

developing Novell's Netware Client for Linux, and providing manpower and funding to vendor-neutral initiatives such as Linux Standard Base.

8. I was personally involved with several Linux projects while at Caldera, including Volution.

Caldera's Involvement in Linux Standardization

9. Caldera participated in the Linux Standard Base (LSB). In fact, LSB might not have existed were it not for Caldera. At the time, RedHat was the dominant market leader among the commercial Linux distributions, and its Linux was becoming the de facto industry standard. Caldera saw LSB as a means of leveling the playing field by creating an official published standard and took a leading role in its establishment.

10. The purpose of LSB was to define the common core of components that can be expected to be found in any "Linux" system. Compliance with the LSB requires that the Linux distribution contain material explicitly specified by the LSB, as well as material required by other UNIX standards to which the LSB refers.

11. I understand that SCO claims that certain materials in Linux infringe SCO's alleged intellectual property, 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. This material has been in Linux for a very long time: I was familiar with many of the header files through manual pages that I viewed while employed at Caldera; the STREAMS header files, while never in the Linux kernel, have been available for at least nine years; and ELF has been in Linux since version 1.0 over a decade ago.

13. The LSB includes numerous requirements that mandate an ELF implementation such as that claimed by SCO.

14. I know that the STREAMS and ELF material was in Linux because Caldera incorporated it into its Linux products.

15. Caldera promoted the LSB and its goal was for its Linux products to be LSB compliant.

Caldera After the Santa Cruz Acquisition

16. In May 2001, Caldera purchased the Server Software and Professional Services Divisions of Santa Cruz. Included in these Divisions was Santa Cruz's UNIX-related business.

17. The CEO of Caldera at that time was Ransom Love. Mr. Love stated that Caldera would pursue the merging of UNIX technology and Linux. I recall being present in company meetings where Mr. Love discussed his plan to use the value of the UNIX-related business that Caldera purchased from Santa Cruz in order to improve Linux by making it more reliable, powerful and "enterprise hardened".

18. While employed at Caldera and SCO, I never received training in intellectual property, including how to protect the rights of Caldera and SCO or how to avoid infringing intellectual property rights of third parties.

UnitedLinux

19. Caldera was the main driver of the formation of the UnitedLinux project and Ransom Love devoted substantial time and effort to pursuing the project. In May 2002, Caldera and other Linux vendors including Connectiva, SuSe and TurboLinux announced the

organization of UnitedLinux to streamline Linux development and certification around a global, uniform distribution of Linux for business.

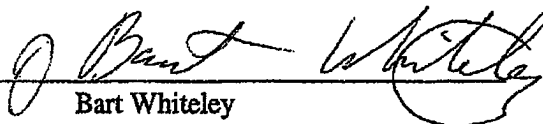
20. UnitedLinux Version 1.0 contained ELF/SVID interface specifications, SMP support capabilities, and system call interfaces, file system layout, and other capabilities similar to UNIX System V Release 4. I know this because I ran the product on an SMP box on my workstation and related documentation indicated that the system calls, API, and other capabilities of UnitedLinux came from System V. Caldera ultimately included these in its UnitedLinux distribution.

21. Caldera knew exactly what was in the UnitedLinux code. The company's engineers were very familiar with what was in Linux and knew what code and technologies were included. Caldera wanted UnitedLinux to have most all of the capabilities of UNIX.

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

Executed: September 19, 2006.

Provo, Utah


Bart Whiteley