


Telephone
(415) 493-9300

 FAX
(415) 493-6811

WILSON SONSINI GOODRICH & ROSATI
PROFESSIONAL CORPORATION
650 PAGE MILL ROAD
PALO ALTO, CALIFORNIA 94304-1050

ORIGINAL:

☒ Will Not Follow
Follows Via Mail
☐ Follows Via Courier

Senders' Direct Fax:
(415) 496-4086

TELECOPY COVER SHEET

TO: Jeffrey P. Higgins ON: September 18, 1995 at _____
(Date) (Time)
FIRM: Brobeck Phleger & Harrison CLIENT NO.: 9062.new
CITY/STATE: Palo Alto, California CLIENT NAME: Novell, Inc.
OFFICE PHONE: 496-2932 WSGR OPERATOR: _____

TELECOPY #: 496-2885

ATTENTION: USE THIS FAX NO. ONLY

ATTENTION: NOTIFY RECIPIENT BEFORE
SENDING

FROM: Shannon D. Whisenant EXT.: 4657 LOCATION: FH1-1

TOTAL NUMBER OF PAGES INCLUDING THIS COVER SHEET: 7

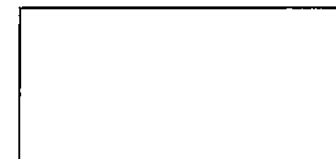
**IF YOU DO NOT RECEIVE THE ENTIRE DOCUMENT
PLEASE CONTACT THE WSGR OPERATOR AT (415) 493-9300, Ext. 3183**

MESSAGE:

Attached please find Schedule 1.1(a) and Schedule 1.1(b) marked to show changes requested by Burt Levine at Novell. Please feel free to call me at (415) 493-9300 if these changes generate questions.

cc: ☒ Burt Levine, Esq. (w/ encls.)
Tor Braham, Esq. (w/ encls.)
Aaron Alter, Esq. (w/ encls.)

THE DOCUMENTS ACCOMPANYING THIS TELECOPY TRANSMISSION CONTAIN INFORMATION FROM WILSON, SONSINI, GOODRICH & ROSATI AND ARE FOR THE SOLE USE OF THE ABOVE INDIVIDUAL OR ENTITY, AND MAY BE PRIVILEGED, CONFIDENTIAL AND EXEMPT FROM DISCLOSURE UNDER LAW. ANY OTHER DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE IF YOU ARE NOT THE INTENDED RECIPIENT AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS. WE WILL REIMBURSE YOUR REASONABLE PHONE AND POSTAGE EXPENSES FOR DOING SO.
1993 © WILSON, SONSINI, GOODRICH & ROSATI [ALL RIGHTS RESERVED]



NOV 000040407

Schedule 1.1(a)

Assets

(Page 1 of 4)

DRAFT

1/10/95

- I. All rights and ownership of UNIX and UnixWare, including but not limited to all versions of UNIX and UnixWare and all copies of UNIX and UnixWare (including revisions and updates in process), and all technical, design, development, installation, operation and maintenance information concerning UNIX and UnixWare, including source code, source documentation, source listings and annotations, appropriate engineering notebooks, test data and test results, as well as all reference manuals and support materials normally distributed by Seller to end-users and potential end-users in connection with the distribution of UNIX and UnixWare, such assets to include without limitation the following:

UNIX Source Code Products

- A. UnixWare 2.0 as described in the UnixWare 2.0 Licensing Schedule and those products listed as "prior" products on such schedule (includes source code updates where appropriate - i.e. UnixWare product family).
- B. UNIX SVR4.1 ES as described in the UNIX SVR4.1 ES Licensing Schedule and those products listed as "prior" products on such schedule
- C. UNIX SVR4.0MP as described in the UNIX SVR4.0 MP Licensing Schedule and those products listed as "prior" products on such schedule.
- D. Ancillary SVRx Products (a final list of which shall be developed by the parties prior to the Closing)

Binary Product Releases

- A. UnixWare 2.01 Product Family as described by the Novell UnixWare 2.01 Part/Price List
- B. UnixWare 2.0.x update releases
- C. UnixWare 1.1 Product Family as described by the Novell UnixWare 1.1 Part/Price List
- D. UnixWare 1.1.x - update releases

Products Under Development

- A. UnixWare 2.1 (Eiger) - contains NetWare UNIX Client and Server capabilities
- B. UnixWare 2.1 Oracle Parallel Server (OPS)
- C. UnixWare 2.03 - maintenance update under development
- D. UnixWare 2.0.x/2.1 Enhanced Mode Merge
- E. UnixWare 2 Internet Server

Schedule 1.1(a)

Assets

(Page 2 of 4)

DRAFT

9/18/95

Other Technology

- A. UnixWare system/HBA/etc. Test/Certification Suites Used by Novell Labs
 - B. UnixWare "OS Branding" Test Suites
 - C. UnixWare "OS Compatible" Requirements
 - D. Gaede Performance Test suite
 - E. ARTUS, Bart, Buster Internal UNIX Test suites and test harnesses
 - F. UnixWare Training/Education Courseware
 - G. Requirements, Design, and Test Specifications for UnixWare 2
 - H. Technical Support Update Manager
 - I. Marketing collateral/information in electronic form
 - J. ODI Transmogrification software
- II. All of Seller's claims arising after the Closing Date against any parties relating to any right, property or asset included in the Business.
- III. All of Seller's rights pertaining to UNIX and UnixWare under any software development contracts, licenses and any other contracts to which Seller is a party or by which it is bound and which pertain to the Business (to the extent that such contracts are assignable), including without limitation:
- A. Joint Development with third parties:
 - 1. In-Process development agreements
 - 2. Past development agreements with on-going pricing discounts
 - 3. Past development agreements without ongoing pricing discounts
 - 4. Joint development agreements in which Seller didn't get full rights to the code developed.
 - B. Third party software license agreements - Those agreements in which Seller pays per copy fees for technology/products which are shipped with or to be used with UNIX System and/or UnixWare.
 - C. Joint marketing agreements - Marketing programs with customers.
 - D. End user MLA agreements - Agreements to allow end users to copy binary products for internal use only. Associated with these agreements are support requirements.
 - E. UNIX-only VAR agreements - UNIX Masters VARs

NOV-00MARCDOCS017894091

NOV 000040409

Schedule 1.1(a)

Assets

(Page 3 of 4)

DRAFT

9/19/95

- F. Support agreements - End user support agreements (i.e., TMAC, NALCOMIS)
- G. Microsoft agreement (Xenix Agreement) - Xenix compatibility and per copy fee agreement. Seller will agree to discuss with SCO Seller's interpretation of this agreement.
- H. Microsoft Agreement (Extra-Ordinary Discount) - Microsoft's additional discount beyond 80%.
- I. Strategic Relationship Agreements (i.e., MTA, ECPA, MBA, etc.)
- J. Out-sourced development (i.e., India) - Development agreements with third parties (Wipro and HCL) and India Development Center. IDC is a Seller subsidiary.
- K. Out-sourced Support Agreements
- L. Software and Sublicensing Agreements - This includes the source code and sublicensing agreements that Seller has with its OEM, End User and Educational customers. The total number of these agreements is approximately 30,000.
- M. OEM Binary Licensing Agreements - OEM distribution of UnixWare with Seller's agreement to include some OEM added value into future releases of UnixWare.

IV. All copies of UNIX and UnixWare, wherever located, owned by Seller.

V. Intellectual property - Trademarks UNIX and UnixWare as and to the extent held by Seller (excluding any compensation Seller receives with respect of the license granted to X/Open regarding the UNIX trademark).

VI. All contracts relating to the SVRX Licenses listed below:

- UNIX System V Release 4.2 MP, Intel386 Implementation
- #UNIX System V Release 4.2 MP International Edition, Intel386 Implementation
- UNIX System V Release 4.2, Intel386 Implementation
- #UNIX System V Release 4.2 International Edition, Intel386 Implementation
- UNIX System V Release 4.1 ES, Intel386 Implementation
- #UNIX System V Release 4.1 ES International Edition, Intel386 Implementation

SDW:ODMAIPDOCSQL78P4061

NOV 000040410

Schedule 1.1(a)

Assets

(Page 4 of 4)

DRAFT

7/8/95

- UNIX System V Release 4.0 MP, Intel386 Implementation
- #UNIX System V Release 4.0 MP International Edition, Intel386 Implementation
- UNIX System V Release 4.0 MP, Intel386 Version 4 Implementation
- #UNIX System V Release 4.0 International Edition, Intel386 Version 4 Implementation
- UNIX System V Release 4.0, Intel386 Version 3 Implementation
- #UNIX System V Release 4.0 International Edition, Intel386 Version 3 Implementation
- UNIX System V Release 4.0, Intel386 Version 2 Implementation
- #UNIX System V Release 4.0 International Edition, Intel386 Version 2 Implementation
- UNIX System V Release 4.0, Intel386 Version 1 Implementation
- #UNIX System V Release 4.0 International Edition, Intel386 Version 1 Implementation
- UNIX System V/386 Release 3.2 and #UNIX System V/386 Release 3.2 International Edition
- UNIX System V Release 3.2 and #UNIX System V Release 3.2 International Edition
- UNIX System V Release 3.1 and #UNIX System V Release 3.1 International Edition
- UNIX System V Release 3.0 and #UNIX System V Release 3.0 International Edition
- All prior releases and versions of UNIX System V Release 2.1
- #All prior releases and versions of UNIX System V Release 2.1 International Editions
- All prior releases and versions of UNIX System V Release 2.0
- #All prior releases and versions of UNIX System V Release 2.0 International Editions
- All prior UNIX System releases and versions preceding UNIX System V Release 2.0
- #All prior UNIX System releases and versions preceding UNIX System V Release 2.0 International Editions

VII. Such office furniture and personal computers or work stations as may be currently used by the employees of Seller hired by Buyer pursuant to Section 4.13 hereof.

SDW:QDMA\PCDOCS\BOL\A824061

NOV 000040411

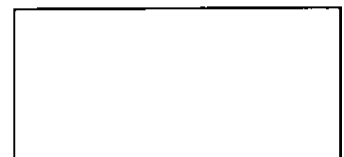
DRAFT

Schedule 1.1(b)
Excluded Assets
(Page 1 of 2)

7/16/85

✓

- I. Any asset not listed on Schedule 1.1(a), including without limitation any asset which pertains to NetWare which is not listed on Schedule 1.1(a)
- II. NetWare Operating System and Services
- III. TUXEDO Transaction Processing
- IV. Licensed technology, including:
 - A. NetWare and other Novell code contained in UnixWare 2.01 and Eiger:
 - 1. ODI Software contained in NetWare and UnixWare LAN Drive Test Kit
 - 2. Nprinter (for printing from NetWare to UnixWare Server)
 - 3. NUC (NetWare UNIX Client - for print, etc. from UnixWare to NetWare Server)
 - 4. TNVT, Host Presenter (Terminal Emulation to Log into UnixWare Server from NetWare Client)
 - 5. MHS Gateway (Mail Gateway)
 - 6. IPX/SPX (Re-Write of Native 4.1)
 - 7. ODI (Networking driver protocol; version 3.3 of assembly Spec and 1.0 of C Spec)
 - 8. Xconsole (Log-in to NetWare console)
 - 9. UnixWare TSA (SMS is back-up and restore, TSA is the 'agent' needed to do this)
 - 10. Some NetWare Client APIs
 - 11. DR-DOS
 - 12. Host Presenter (Binary only)
 - 13. TNVT (Binary only)
 - 14. criptor (Binary only)
 - 15. NetWare NLM (Binary only)
 - B. NetWare code contained in Eiger Only:
 - 1. NDS APIs
 - 2. NWS (Incl. NetWare File, Print and Directory Services)
 - C. NetWare 4.1 for UnixWare



Schedule 1.1(b)
Excluded Assets
(Page 2 of 2)

DRAFT

9/18/85

V. Intellectual Property:

- A. All copyrights and trademarks, except for the trademarks UNIX and UnixWare.
- B. All Patents

VI. Existing Master License Agreements with end users which include, in addition to other products of Seller, integrated delivery of UnixWare.

Ⓢ VII. All accounts receivable or rights to payment concerning the Assets arising prior to the Closing Date.

Ⓢ VIII. All right, title and interest to the SVRx Royalties, less the 5% fee for administering the collection thereof pursuant to Section 4.16 hereof.

SDW:ODMA\PCDOCS\SQL2893751

NOV 000040413

DRAFT

7/18/95

Schedule 1.1(c)

Assumed Liabilities

1. All obligations, whether existing on the date hereof or arising hereafter, under the assigned contracts listed on Schedule 1.1(a).
2. All obligations relating to the Business which arise subsequent to the Closing Date.
3. Obligation of product support and customer service concerning UnixWare and Eiger.

