

EXHIBIT 7

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Schedule 1.1(b)

9/15/95

Excluded Assets

- 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

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V. Intellectual Property:

- A. Patent Licenses (i.e., Pike and all others associated with the UNIX System)
- B. All copyrights and trademarks, except for the trademarks UNIX and UnixWare.
- C. All Patents

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



Schedule 1.1(c)

Assumed Liabilities

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7/15/95

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.

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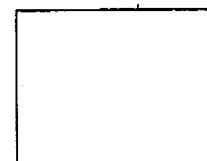
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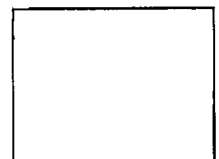
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- II. NetWare Operating System and Services
- III. Tuxedo Transaction Processing
- IV. Licensed technology, including:
 - A. NetWare and other code contained in UnixWare 2.01 and Eiger:
 - 1. NetWare and UnixWare LAN Drive Test Kit (*license ODI only; UnixWare transmogrification should be transferred to SCO*)
 - 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)
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V. Intellectual Property:

- A. Patent Licenses (i.e., Pike and all others associated with the UNIX System)
- B. All copyrights and trademarks, except for the trademarks UNIX and UNIXWARE.
[How do we handle the name *UnixWare* with respect to UNIX System, TM and X/Open.]
- C. All Patents



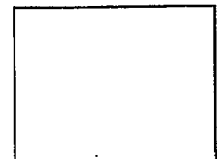
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Assumed Liabilities

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Schedule 1.1(a)

Assets

- 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, 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 (i.e. DWB, MLS, etc.)

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 DCE via Gradient (engineering porting support)~~
- ~~F. UnixWare 2 CDE via TriTeal (engineering porting and acceptance test support)~~
- ~~G. "Amadeus" Microkernel development~~
- H. UnixWare 2 Internet Server

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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
- II. All of Seller's claims 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. *Joint development agreements in which Seller didn't get full rights to the code developed.*
 - B. Third party per copy fee obligations - 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. In some cases these have funding commitments or are MDF based. *How does Seller handle the existing pots of accrued MDF liability? Are any funds bundled with NetWare?*
 - 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
 - F. Support agreements - End user support agreements (i.e., TMAC, NALCOMIS)

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- 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. *Seller needs to determine if this transferable.*
 - H. Microsoft Agreement (Extra-Ordinary Discount) - Microsoft's additional discount beyond 80%.
 - I. Strategic Relationship Agreements (i.e. MTA, ECPA, MBA, etc.) - *How do we separate NetWare and UnixWare activities.*
 - 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:
- A. Trademarks Unix and UnixWare

