

# **EXHIBIT 5D**

Joseph A. LaSala, Jr.  
Senior Vice President,  
General Counsel and Secretary

**Novell.**

**VIA FACSIMILE AND CERTIFIED MAIL  
RETURN RECEIPT REQUESTED**

August 4, 2003

Mr. Darl McBride  
President and Chief Executive Officer  
The SCO Group  
355 South 520 West  
Lindon, UT 84042

Dear Mr. McBride:

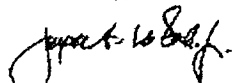
This is further to my letter of June 26, 2003 concerning ownership of the copyrights in UNIX, and follows your recent announcement that SCO has registered its claim to copyrights in UNIX System V with the U.S. Copyright Office.

We dispute SCO's claim to ownership of these copyrights. The Asset Purchase Agreement, in Schedule 1.1(b), contains a general exclusion of copyrights from the assets transferred to Santa Cruz Operation. Amendment No. 2 provides an exception to that exclusion, but only for "copyrights ... required for [Santa Cruz Operation] to exercise its rights with respect to the acquisition of UNIX and UnixWare technologies."

In other words, under the Asset Purchase Agreement and Amendment No. 2, copyrights were not transferred to Santa Cruz Operation unless SCO could demonstrate that such a right was "required for [Santa Cruz Operation]" to exercise the rights granted to it in the APA. Santa Cruz Operation has never made such a demonstration, and we certainly see no reason why Santa Cruz Operation would have needed ownership of copyrights in UNIX System V in order to exercise the limited rights granted SCO under the APA. Nor is there any reason to think that a transfer of the copyrights required for SCO to exercise its APA rights necessarily entails transfer of the entire set of exclusive rights associated with a particular copyrighted computer program.

Unless and until SCO is able to establish that some particular copyright right is "required" for SCO to exercise its rights under the APA, SCO's claim to ownership of any copyrights in UNIX technologies must be rejected, and ownership of such rights instead remains with Novell.

Sincerely,



Joseph A. LaSala, Jr.

