

# **EXHIBIT D**

 **N O V E L L**

August 21, 1995

Mr. William H. Gates  
Chairman and CEO  
Microsoft Corporation  
One Microsoft Way  
Redmond, WA 98052-6399

Dear Bill:

Thank you for your letter of July 20. I appreciate your response to the issues that stand as barriers to a better relationship between Novell and Microsoft. These issues are not trivial to Novell. Most importantly, we do not want these issues to prevent the best integrated, fully functional, and supported networking solutions from reaching the customer.

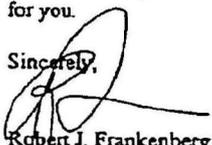
We have carefully read your letter, and we want to pursue further the five topics you suggested ought to be discussed, which are:

- (1) A Patent Cross-License;
- (2) A Windows 95 and Windows NT Client License that will allow Microsoft to continue its development of NCP-compatible software;
- (3) An acknowledgment from Novell of Microsoft's ability to use NCPs;
- (4) Finalizing the Mutual Beta Product Exchange Agreement; and
- (5) Completion of the Mutual Customer Support Agreement.

Further, there are two antitrust issues that must be addressed. First, Novell continues to have a strong antitrust claim against Microsoft that it will not forsake simply because Microsoft refuses to acknowledge it. Second, the equal access issue must be addressed. Novell, as well as other software applications companies, should be given access to Microsoft's operating system equal to that of your applications developers. There are still five or six bugs that Microsoft has refused to fix which would allow WordPerfect to run smoothly with Windows95. We will have Dave Miller send a specific list to Bob Kruger. The result of the lack of equal access costs Novell, and others, months to release products that are Windows95 compatible. These are issues that need to be a major topic of discussion in our meeting.

Novell is eager to resolve these issues. Our hope is that both companies can work together to provide the absolute best integrated customer solutions. These barrier issues must be removed. I would like to arrange a meeting with you to discuss these issues in-depth. Will you please let me know which dates will be best for you.

Sincerely,

  
Robert J. Frankenberg  
Chairman and CEO

NOVELL INC: David Bradford, Duff Thompson  
121 EAST  
1700 SOUTH  
PROVO, UTAH  
84606-4194  
801-429-7000  
800-451-1267

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SEP 16 1995 10:25 FROM:MS EXPL  
Redmond, WA 98072-6199 FAX: 206/836-7329

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**Microsoft**

September 15, 1995

Mr. Robert Frankenberg  
Chairman and CEO  
122 E. 1700 South  
M/S D-21-3  
Provo, UT 84606-6194

Dear Bob:

I am in receipt of your letter of August 21, 1995.

It is good to see your agreement on the five main topics for discussion. I have asked Bob Kruger to follow up on Microsoft's behalf.

Concerning your other topics, we exhausted the discussion of antitrust during our January 10th meeting in Redmond. At that time, you said the matter was behind us. As stated in my previous letter, let us move forward in a constructive manner to address the needs of our customers by focusing on the future, not the past.

The other item you mentioned is a list of possible bugs that may affect WordPerfect. Dave Miller sent a list, dated August 31st, which the Windows 95 development team is presently reviewing. We will complete a detailed analysis by the end of next week and send you the results by mail. However, a cursory review indicates a number of items which were resolved long ago and verified by the WordPerfect team when they last came to our porting lab.

I would be happy to meet with you in the near future, perhaps at COMDEX if that fits your schedule. I will have my assistant, Christine, call your office to arrange a date/time and location.

Sincerely,

*Bill Gates*

William H. Gates  
Chairman and CEO

cc: Bob Kruger

Microsoft Corporation is an equal opportunity employer.

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