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Memorandum

To: Ed Chatlos

From: David Bradford *DB*

cc: Ty Mattingly and Ed Smith

Date: September 19, 1995

Subject: Asset Purchase Agreement between Novell & Santa Cruz Operations, Inc.

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Dear Ed:

I am now in receipt of the final Asset Purchase Agreement between Novell and SCO. Simultaneous to my receipt of this contract, you have been faxed an identical copy.

The purpose of this memorandum is to let you know that I have reviewed the final document and find the same to be an accurate reflection of the business and legal terms and conditions negotiated between the parties. I THEREFORE APPROVE THIS ASSET PURCHASE AGREEMENT FOR FINAL SIGNATURE BY BOB FRANKENBERG. You have indicated that you will let him know of my approval.

Let me also congratulate you for the efforts you expended in putting this deal together. Your attention to detail and long hours were invaluable to Novell throughout this process.

Regards,
David R. Bradford

P.S. In case you need it, attached is a signature page already executed by Bob. Please note the page number would need revision.

From the desk of...

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