(i) The customer ships a binary copy of a Golden Master of UnixWare, Eiger, MXU or White Box, or

(ii) The product is derived from a source version of UnixWare, Eiger, MXU or White Box and (i) none of the original SVRx code provided by Novell to the customer, under the SVRx license, is included in the new product or (ii) Buyer shall demonstrate to Seller's reasonable satisfaction that an insignificant amount of original SVRx code is so included and the adoption of UnixWare is so substantial as to constitute a valid conversion.

In addition, an SVRx customer can be defined as having converted to UnixWare only if one of the above is satisfied and only if support is provided for NDS (client/server where appropriate) in the resulting product.

BPHPA1\JPH\0148738.WP

066

Schedule 6.3(a)

The proposed merger with or sale of shares representing 50% or more of the voting power of Buyer to any of the following parties, or any affiliates or successors to the business thereof, would give rise to the respective rights and obligations contained in Section 6.3(a) of the Agreement:

Sun Microsystems

Microsoft

Hewlett-Packard

IBM

Digital

Fujitsu

\:ODMA\PCDOCS\SOLZ90488\1

067

SCO1185960

EXHIBIT 5.1(c)

Eiger Development.

(a)   Prior to the Closing Date, Seller shall use its reasonable commercial efforts to continue development of the Eiger product (as such term is defined in the Operating Agreement) in accordance with the development schedule previously furnished to Buyer.

(b)   After the Closing Date, Seller shall contribute to Buyer a portion of the direct development costs associated with development of the Eiger product as follows:

(i)   Seller shall contribute to Buyer 50% (fifty percent) of such direct development costs until such contribution reaches an aggregate of $2.5 million (Two Million Five Hundred Thousand Dollars).

(ii)   Once an aggregate of $5 million (Five Million Dollars) is spent by Buyer on the development of the Eiger product, including the Seller contribution described in (i) above, Seller shall contribute to Buyer 25% (twenty-five percent) of such additional direct development costs until such additional contribution equals $2.5 million (Two Million Five Hundred Thousand Dollars).

(iii)   Except for the foregoing, Seller shall have no obligations to Buyer whatsoever respecting the development of the Eiger product.

(iv)   Buyer shall provide Seller with such evidence of direct expenditures on the development of the Eiger product as Seller may reasonably request before any Seller contributions are made.

(v)   Any such contributions shall be made quarterly in arrears upon written notice by Buyer of the expenditure of sums as to which Seller agrees to contribute its aforementioned percentages.

BPHPA1\RB\0147981.06
09/19/95

50.

068

CONFIDENTIAL

SCO1185961

SELLER DISCLOSURE SCHEDULE

For convenience, section numbers refer to the Asset Purchase Agreement dated as of September 19, 1995 between Seller and The Santa Cruz Operation, Inc. However, the disclosure herein of any information which is relevant in connection with more than one section of such agreement shall be deemed adequate in all respects notwithstanding the fact that such information is disclosed herein only with reference to one section.

Section 2.6

Claims and threatened litigation:

Seller has been put on notice of a possible infringement of Unisys patent 4,558,302, covering the so-called LZW data-compression algorithm.

Section 2.8(c)

(i)   Contracts under which Seller paid $1,500,000 or more in Business related royalties, additional license fees and revenue sharing during the period 8/1/94 - 7/31/95:

    (1)   February 7, 1987 Development and License Agreement now in effect between Seller and Microsoft Corporation

    (2)   March 8, 1993 International OEM Distribution Agreement now in effect between Seller and Locus Computing Corporation

(ii)   Customers from whom Seller received $1,500,000 or more in Business related royalties, additional license fees and revenue sharing during the period 8/1/94 - 7/31/95:*

    See Attachment A

069

SCO1185962

(iii)   Contracts now in existence in which Seller granted most favored nation pricing or exclusive marketing rights related to any Business related product, group of products, or territory:

See Attachment B

Pursuant to various Software Agreements and Sublicensing Agreements administered by Seller's Licensing Organization.

Section 2.8(f)

(f)   Contracts containing rights for a customer to sublicense Business related source or binary code without additional payments to Seller:

(1)   January 1, 1994 Software License and Distribution Agreement now in effect between Seller and Sun Microsystems, Inc.

(2)   June 9, 1986 Sublicensing Agreement now in effect between Seller and Silicon Graphics, Inc.

Section 2.10

(i)   Intellectual Property:

Attachment C to this Schedule contains the most current listing of pending and issued applications for trademarks covering products of the Business.

Attachment D to this Schedule contains a listing of pending and issued applications for patents covering products of the Business.

Attachment E to this Schedule contains a listing of Seller's copyright registrations covering product(s) relating to the Business.

(ii)   Contracts under which Seller received Business-related revenues in excess of $2,000,000 in the twelve month period ending 7/31/95:

See Attachment A

(iii)   Contracts pursuant to which Seller was obligated to pay Business-related royalties of $1,000,000 or more over the period 8/1/94-7/31/95:

See Attachment F

(iv)   Contracts containing Business-related rights which are non-perpetual or which are terminable in the event of acquisition:

See Attachment G

(v)   Claims of infringement:

See entry for Section 2.6 above

Section 2.11(a)

Real property and leases:

The Business (excluding outside sales and support activities conducted in the ordinary course) is primarily concentrated in a facility leased from Exxon Corporation in Florham Park, New Jersey. A copy of the current lease covering such facility is appended hereto as Attachment H. Other facilities in which relatively minor portions of the Business are conducted are located in San Jose, California, Orem, Utah and Provo, Utah.

Section 2.14

See Attachment A

- 3 -

071

SCO1185964

Section 2.16

Estimated level of UnixWare software inventory as of October 11, 1995:

U.S. / Canada	$1,516,860
International	750,700
Total	$2,267,560

072

CONFIDENTIAL

SCO1185965

ATTACHMENT A

Largest Volume OEM Customers of Seller

Sales Over $2 Million	Sales Over $1.5 Million	Sales Over $1 Million
Microsoft	Microsoft	Microsoft
AT&T	AT&T	AT&T
Hewlett-Packard	Hewlett-Packard	Hewlett-Packard
Fujitsu	Fujitsu	Fujitsu
NEC	NEC	NEC
Siemens-Nixdorf	Siemens-Nixdorf	Siemens-Nixdorf
ICL	ICL	ICL
Digital Equipment	Digital Equipment	Digital Equipment
IBM	IBM	IBM
Silicon Graphics	Silicon Graphics	Silicon Graphics
	Hitachi	Hitachi
	Motorola	Motorola
		Cray
		Stratus
		Tandem
		Mitsubishi

073

SCO1185966

Attachment B

Agreements* with Most Favored Customer Pricing or Exclusive

Marketing Rights for Business Products or Territories

- February 21, 1986 Territorial Software Distribution Agreement between AT&T Information Systems, Inc. and AT&T UNIX Pacific Co., Ltd.

- Joint Venture Contract between Shenzhen Comtec Software, Ltd., China National Computer Software & Technology Service Corporation, China Great Wall Computer Group Co., Langchao Electronic Information Industrial Group Corporation, Changjiang Computer Union Corporation (Group), Beijing Modern Information Development Center, Dascom (Holdings) Ltd., and UNIX System Technologies China Company, Ltd. for the Establishment of UNIX System Technologies Company, Ltd.

- Sales Agency Agreement between AUDILOG (France) and UNIX System Laboratories, Inc.

- Publication Agreement between UNIX System Laboratories, Inc. and Addison-Wesley Publishing Company, Inc.

- January 1, 1994 Software License and Distribution Agreement between Seller and Sun Microsystems, Inc.

- May 10, 1994 Trademark Relicensing Agreement between Seller and X/Open Company, Ltd.

- Publication Agreement dated December 17, 1986 between AT&T Information Systems Inc. and Prentice-Hall, Inc.

*Agreements originally entered into by one of Seller's predecessors in title are so identified.

074

SCO1185967

ATTACHMENT C
Page 1 of 9

TRADEMARK STATUS REPORT

TRADEMARK	COUNTRY	STATUS	CLASS	FILING DATE	REG. DATE	LOCATOR NO.
UNIX	Argentina	Registered	38	01/31/86	06/02/89	09062-TM5156
UNIX	Argentina	Registered	42	06/05/86	07/04/89	09062-TM5157
UNIX	Argentina	Registered	9	01/31/86	01/31/91	09062-TM5155
UNIX	Australia	Registered	42	01/05/83	01/05/03	09062-TM5161
UNIX	Australia	Registered	38	01/05/83	01/05/03	09062-TM5159
UNIX	Australia	Registered	16	01/05/83	01/05/03	09062-TM5158
UNIX	Australia	Registered	9	06/13/84	01/17/85	09062-TM5163
UNIX	Austria	Registered	9,38		08/05/83	09062-TM5162
UNIX	Austria	Registered	9,16,37,41,42	01/19/87	01/19/87	09062-TM5165
UNIX	Benelux	Registered	38,42	02/01/83	02/01/83	09062-TM5164
UNIX	Benelux	Registered	9,16	03/06/86	03/06/86	09062-TM5166
UNIX	Bermuda	Registered	9	02/17/89	11/04/86	09062-TM5168
UNIX	Bolivia	Registered	38	02/17/86	11/04/86	09062-TM5167
UNIX	Bolivia	Registered	9	01/29/86	08/25/87	09062-TM5171
UNIX	Brazil	Registered	38	05/19/83	07/31/84	09062-TM5170
UNIX	Brazil	Registered	9	01/29/86	08/25/87	09062-TM5169
UNIX	Brazil	Registered	9	01/19/83	04/24/87	09062-TM5172
UNIX	Canada	Registered	9,38	03/19/86	10/16/92	09062-TM5173
UNIX	Chile	Registered	16	11/11/85	11/30/86	09062-TM5174
UNIX	China	Registered	38	02/25/86	04/12/89	09062-TM5176
UNIX	Colombia	Registered	9	02/26/86	12/09/88	09062-TM5175
UNIX	Colombia	Registered	16	10/27/86	06/22/88	09062-TM5177
UNIX	Costa Rica	Registered	9	01/19/87	11/27/90	09062-TM5178
UNIX	Costa Rica	Filed	9	09/27/92		09062-TM5179
UNIX	Croatia	Registered	9	08/02/90	09/23/92	09062-TM5180
UNIX	Cyprus	Registered	9,38	05/29/84	03/11/88	09062-TM5181
UNIX	Denmark	Registered	20	05/07/86	08/15/86	09062-TM5182
UNIX	Dominican Repub	Registered	22	05/07/86	08/15/86	09062-TM5183
UNIX	Dominican Repub	Registered	9	03/05/86	09/02/86	09062-TM5184
UNIX	Ecuador	Registered	38	03/05/86	09/19/86	09062-TM5185
UNIX	Egypt	Registered	9	10/03/85	02/23/94	09062-TM5186
UNIX	Egypt	Registered	42	01/08/85	11/12/86	09062-TM5187
UNIX	El Salvador	Registered	9	08/22/86	07/12/89	09062-TM5188
UNIX	Finland	Registered	9,38	11/12/85	03/20/89	09062-TM5189

075

ATTACHMENT C
Page 2 of 9

TRADEMARK STATUS REPORT

TRADEMARK	COUNTRY	STATUS	CLASS	FILING DATE	REG. DATE	LOCATOR NO.
UNIX	France	Registered	9,38	10/26/84	10/26/84	09062-TM5190
UNIX	France	Registered	3,16,17,21,28,30,33	03/29/82	03/29/92	09062-TM5191
UNIX	Germany	Registered	9,16,37,38,42	11/27/90	07/30/91	09062-TM5192
UNIX	Germany	Registered	9,16,37,38,42	07/02/90	08/14/90	09062-TM5193
UNIX	Germany	Registered	9,16,42	03/21/83	11/17/83	09062-TM5194
UNIX	Greece	Registered	9	04/18/88	10/17/91	09062-TM5195
UNIX	Greece	Filed	38	11/17/92		09062-TM5196
UNIX	Guatemala	Registered	9	09/10/86	09/09/88	09062-TM5197
UNIX	Honduras	Registered	38	04/16/86	12/05/88	09062-TM5199
UNIX	Honduras	Registered	9	04/16/86	12/05/88	09062-TM5198
UNIX	Hong Kong	Registered	9	05/11/84	05/11/84	09062-TM5200
UNIX	Hong Kong	Registered	16	05/11/84	05/11/84	09062-TM5201
UNIX	Hungary	Registered	9	03/06/91	12/22/92	09062-TM5202
UNIX	Iceland	Registered	9	07/13/90	12/05/90	09062-TM5203
UNIX	India	Registered	9	08/08/85	08/08/85	09062-TM5205
UNIX	India	Registered	9	01/01/85	01/01/85	09062-TM5204
UNIX	Indonesia	Rejected	9	08/05/85		09062-TM5206
UNIX	Ireland	Registered	9	07/24/85	07/24/85	09062-TM5208
UNIX	Ireland	Registered	9	05/17/84	05/17/84	09062-TM5207
UNIX	Israel	Registered	42	11/26/86	10/22/87	09062-TM5212
UNIX	Israel	Registered	38	01/27/83	08/06/87	09062-TM5211
UNIX	Israel	Registered	16	01/27/83	06/25/87	09062-TM5210
UNIX	Israel	Registered	9	01/27/83	06/25/87	09062-TM5209
UNIX	Italy	Registered	9,38	03/22/84	05/23/86	09062-TM5213
UNIX	Jamaica	Registered	9	02/13/86	06/08/92	09062-TM5214
UNIX	Japan	Filed	42	09/01/92		09062-TM5217
UNIX	Japan	Registered	11	12/26/89	01/31/95	09062-TM5482
UNIX	Japan	Registered	41		02/28/95	09062-TM5216
UNIX	Japan	Registered	26	05/18/84	01/29/93	09062-TM5215
UNIX	Jordan	Proposed	9			09062-TM5218
UNIX	Kenya	Filed	39	09/13/94		09062-TM5476
UNIX	Korea, South	Registered	N/A	03/19/83	11/09/83	09062-TM5219
UNIX	Liberia	Registered	9,38	03/10/86	03/10/86	09062-TM5220
UNIX	Liechtenstein	Registered		01/13/86	10/31/91	09062-TM5221
UNIX	Macau	Registered	8	12/22/87	12/13/91	09062-TM52

ATTACHMENT C
Page 3 of 9

TRADEMARK STATUS REPORT

TRADEMARK	COUNTRY	STATUS	CLASS	FILING DATE	REG. DATE	LOCATOR NO.
UNIX	Macau	Registered	9	12/22/87	12/13/91	09062-TM5222
UNIX	Macau	Published	16	06/17/86		09062-TM5223
UNIX	Malaysia	Registered	9	01/02/86		09062-TM5225
UNIX	Malta	Registered	9	07/31/85	07/31/85	09062-TM5226
UNIX	Mexico	Registered	35	07/15/85	06/12/87	09062-TM5229
UNIX	Mexico	Registered	9	07/15/85	06/24/87	09062-TM5227
UNIX	Mexico	Registered	9,38	07/23/85	10/28/85	09062-TM5228
UNIX	Monaco	Registered	9,16,38	03/20/86	03/20/86	09062-TM5230
UNIX	Morocco	Registered	16	01/20/86	01/20/86	09062-TM5231
UNIX	New Zealand	Registered	9	10/09/84	10/09/84	09062-TM5234
UNIX	New Zealand	Registered	9	06/28/82	06/28/82	09062-TM5232
UNIX	New Zealand	Registered	9	06/17/85	06/17/85	09062-TM5233
UNIX	Nicaragua	Registered	9	08/06/86	06/03/87	09062-TM5235
UNIX	Nigeria	Filed	9	03/21/86		09062-TM5236
UNIX	Norway	Registered	9,38	05/11/84	12/22/87	09062-TM5237
UNIX	Pakistan	Filed	16	04/01/86		09062-TM5239
UNIX	Pakistan	Registered	9	04/01/86	04/01/86	09062-TM5238
UNIX	Panama	Registered	9	09/28/87	07/29/88	09062-TM5241
UNIX	Panama	Registered	9	04/28/86	02/27/87	09062-TM5240
UNIX	Papua New Guine	Registered	38	05/08/87	05/08/87	09062-TM5243
UNIX	Papua New Guine	Registered	9	04/05/86	04/05/86	09062-TM5242
UNIX	Paraguay	Registered	9	12/16/85	07/25/86	09062-TM5244
UNIX	Paraguay	Registered	16	11/17/86	10/07/87	09062-TM5245
UNIX	Paraguay	Registered	38	12/16/85	07/25/86	09062-TM5246
UNIX	Peru	Registered	9	12/23/85	04/24/86	09062-TM5247
UNIX	Peru	Abandoned	38	12/23/85	04/24/86	09062-TM5248
UNIX	Philippines	Registered	9	04/17/86	05/29/89	09062-TM5249
UNIX	Poland	Registered	9	05/17/91	09/14/93	09062-TM5250
UNIX	Portugal	Registered	9	01/29/86	07/22/91	09062-TM5251
UNIX	Portugal	Filed	16	06/17/86		09062-TM5252
UNIX	Portugal	Registered	38	01/29/86	07/22/91	09062-TM5253
UNIX	Ras-al-Khaimah	Registered	9	08/21/86	03/15/87	09062-TM5254
UNIX	Russia	Registered	9,38	01/02/86	07/11/88	09062-TM5282
UNIX	Singapore	Registered	9	06/25/85	06/27/85	09062-TM5255
UNIX	Slovenia	Proposed				09062-TM5

SCO1185970

ATTACHMENT C
Page 4 of 9

TRADEMARK STATUS REPORT

TRADEMARK	COUNTRY	STATUS	CLASS	FILING DATE	REG. DATE	LOCATOR NO.
UNIX	South Africa	Filed	16	02/07/86		09062-TM5257
UNIX	Spain	Filed	9	05/07/84		09062-TM5258
UNIX	Spain	Registered	38	05/07/84	05/06/85	09062-TM5259
UNIX	Sri Lanka	Registered	9	01/29/86	12/28/91	09062-TM5260
UNIX	Sudan	Filed	9	01/05/88		09062-TM5261
UNIX	Surinam	Registered	9	03/17/86	03/17/86	09062-TM5262
UNIX	Surinam	Registered	16	03/17/86	03/17/86	09062-TM5263
UNIX	Sweden	Registered	9,16	10/24/83	12/11/87	09062-TM5264
UNIX	Sweden	Registered	9,38	03/16/84	02/03/89	09062-TM5265
UNIX	Switzerland	Registered	9	03/15/84	05/31/85	09062-TM5266
UNIX	Syrian Arab	Registered	9,38	09/02/86	09/19/91	09062-TM5267
UNIX	Syrian Arab	Registered	8	04/26/83	02/01/84	09062-TM5268
UNIX	Taiwan	Abandoned	8	04/26/83	12/01/83	09062-TM5269
UNIX	Taiwan	Registered	56	04/26/83	11/01/83	09062-TM5270
UNIX	Taiwan	Registered	80	04/26/83	07/16/84	09062-TM5271
UNIX	Taiwan	Registered	94	11/28/83	07/01/84	09062-TM5272
UNIX	Tanganyika	Registered	9	09/13/86	11/13/86	09062-TM5273
UNIX	Thailand	Registered	8	07/16/85	05/12/86	09062-TM5274
UNIX	Thailand	Registered	8	01/09/86	08/21/86	09062-TM5275
UNIX	Tunisia	Registered	9	01/17/86	01/17/86	09062-TM5276
UNIX	Turkey	Registered		03/24/86	03/24/86	09062-TM5277
UNIX	United Arab Emi	Filed	9	03/19/95		09062-TM5278
UNIX	United Kingdom	Registered	9	06/24/83	06/24/83	09062-TM5279
UNIX	United Kingdom	Registered	16	06/24/83	06/24/83	09062-TM5280
UNIX	Uruguay	Registered	9,16,38	01/08/86	01/16/92	09062-TM5281
UNIX	Venezuela	Filed	26	09/26/85		09062-TM5283
UNIX	Vietnam	Registered	9,38,42	05/12/86	06/17/87	09062-TM5284
UNIX	Yugoslavia	Registered	9	08/02/90	04/08/92	09062-TM5285
UNIX	Zaire	Registered	9,35,38	02/10/86	02/10/86	09062-TM5286
UNIX	Zimbabwe	Registered	9	02/05/86	02/05/86	09062-TM5287
UNIX & DESIGN(NESTED CHEVRONS)	Australia	Filed	42	05/20/91		09062-TM5383
UNIX & DESIGN(NESTED CHEVRONS)	Australia	Filed	9	06/24/91		09062-TM5382
UNIX & DESIGN(NESTED CHEVRONS)	France	Registered	9,16,35,42		06/24/91	09062-TM53
UNIX & SIGN(NESTED CHEVRONS)	India	Proposed				09062-TM5

SCO1185971

ATTACHMENT C
Page 5 of 9

TRADEMARK STATUS REPORT

TRADEMARK	COUNTRY	STATUS	CLASS	FILING DATE	REG. DATE	LOCATOR NO.
UNIX & DESIGN (NESTED CHEVRONS)	Italy	Filed	9,35,38,42	10/24/91		09062-TM5386
UNIX & DESIGN (NESTED CHEVRONS)	Spain	Filed	42	09/03/91		09062-TM5390
UNIX & DESIGN (NESTED CHEVRONS)	United Kingdom	Rejected	42	06/06/91		09062-TM5393
UNIX & DESIGN (NESTED CHEVRONS)	United Kingdom	Registered	16	06/06/91	06/06/91	09062-TM5392
UNIX & DESIGN (NESTED CHEVRONS)	United Kingdom	Registered	9	06/06/91	06/06/91	09062-TM5391
UNIX (KATAKANA VERSION)	Japan	Registered	41	09/01/92	03/31/95	09062-TM5417
UNIX (KATAKANA VERSION)	Japan	Filed	42			09062-TM5418
UNIX AND DESIGN (CRESTED WAVE)	Argentina	Filed	9	05/10/93		09062-TM5288
UNIX AND DESIGN (CRESTED WAVE)	Australia	Filed	9	04/02/93		09062-TM5289
UNIX AND DESIGN (CRESTED WAVE)	Austria	Abandoned	9,42	04/19/93		09062-TM5290
UNIX AND DESIGN (CRESTED WAVE)	Azerbaijan	Proposed				09062-TM5291
UNIX AND DESIGN (CRESTED WAVE)	Belarus	Filed	9			09062-TM5292
UNIX AND DESIGN (CRESTED WAVE)	Benelux	Registered	9	02/03/93	02/03/93	09062-TM5293
UNIX AND DESIGN (CRESTED WAVE)	Bermuda	Proposed	9			09062-TM5294
UNIX AND DESIGN (CRESTED WAVE)	Bolivia	Filed	9	02/02/93		09062-TM5295
UNIX AND DESIGN (CRESTED WAVE)	Brazil	Published	9	04/05/93		09062-TM5296
UNIX AND DESIGN (CRESTED WAVE)	Canada	Abandoned	9	03/09/93		09062-TM5297
UNIX AND DESIGN (CRESTED WAVE)	Chile	Registered	9	02/02/93	07/29/93	09062-TM5298
UNIX AND DESIGN (CRESTED WAVE)	China	Filed	9	04/29/93		09062-TM5298
UNIX AND DESIGN (CRESTED WAVE)	Colombia	Registered	9	03/02/93	02/23/94	09062-TM5300
UNIX AND DESIGN (CRESTED WAVE)	Costa Rica	Proposed	9			09062-TM5301
UNIX AND DESIGN (CRESTED WAVE)	Croatia	Filed	9	03/18/93		09062-TM5302
UNIX AND DESIGN (CRESTED WAVE)	Denmark	Filed	9	02/12/93		09062-TM5470
UNIX AND DESIGN (CRESTED WAVE)	Dominican Repub	Registered	66	03/04/93	05/15/93	09062-TM5303
UNIX AND DESIGN (CRESTED WAVE)	Ecuador	Filed	9	02/17/93		09062-TM5304
UNIX AND DESIGN (CRESTED WAVE)	Egypt	Filed	9	03/29/93		09062-TM5305
UNIX AND DESIGN (CRESTED WAVE)	El Salvador	Proposed	9			09062-TM5306
UNIX AND DESIGN (CRESTED WAVE)	Estonia	Published	9	04/07/93		09062-TM5307
UNIX AND DESIGN (CRESTED WAVE)	Finland	Filed	9	03/18/93		09062-TM5308
UNIX AND DESIGN (CRESTED WAVE)	France	Proposed	9			09062-TM5309
UNIX AND DESIGN (CRESTED WAVE)	Georgia	Filed	9	04/29/93		09062-TM5310
UNIX AND DESIGN (CRESTED WAVE)	Germany	Registered	9,16,42	02/10/93	11/22/93	09062-TM5311
UNIX AND DESIGN (CRESTED WAVE)	Greece	Abandoned	9	07/12/93		09062-TM5312

079

ATTACHMENT C
Page 6 of 9

TRADEMARK STATUS REPORT

TRADEMARK	COUNTRY	STATUS	CLASS	FILING DATE	REG. DATE	LOCATOR NO.
UNIX AND DESIGN (CRESTED WAVE)	Guatemala	Filed	42	09/17/93		09062-TM5314
UNIX AND DESIGN (CRESTED WAVE)	Guatemala	Filed	9	09/17/93		09062-TM5313
UNIX AND DESIGN (CRESTED WAVE)	Honduras	Proposed	9			09062-TM5315
UNIX AND DESIGN (CRESTED WAVE)	Hong Kong	Abandoned	9	05/12/93		09062-TM5316
UNIX AND DESIGN (CRESTED WAVE)	Hungary	Registered	9,16,42	02/17/93	09/20/93	09062-TM5317
UNIX AND DESIGN (CRESTED WAVE)	Iceland	Registered	9	02/05/93	05/27/93	09062-TM5318
UNIX AND DESIGN (CRESTED WAVE)	India	Filed	9	02/11/93		09062-TM5319
UNIX AND DESIGN (CRESTED WAVE)	Indonesia	Proposed				09062-TM5320
UNIX AND DESIGN (CRESTED WAVE)	Ireland	Filed	9	02/09/93		09062-TM5321
UNIX AND DESIGN (CRESTED WAVE)	Israel	Filed	9	02/08/93		09062-TM5322
UNIX AND DESIGN (CRESTED WAVE)	Italy	Filed	9,42	03/29/93		09062-TM5323
UNIX AND DESIGN (CRESTED WAVE)	Jamaica	Proposed	9			09062-TM5324
UNIX AND DESIGN (CRESTED WAVE)	Japan	Filed	42	05/13/93		09062-TM5327
UNIX AND DESIGN (CRESTED WAVE)	Japan	Filed	9	04/26/93		09062-TM5325
UNIX AND DESIGN (CRESTED WAVE)	Japan	Filed	41	05/13/93		09062-TM5326
UNIX AND DESIGN (CRESTED WAVE)	Kazakhstan	Proposed				09062-TM5328
UNIX AND DESIGN (CRESTED WAVE)	Korea, South	Filed	39	02/23/93		09062-TM5329
UNIX AND DESIGN (CRESTED WAVE)	Latvia	Filed	9	03/09/93		09062-TM5330
UNIX AND DESIGN (CRESTED WAVE)	Liberia	Filed	9	02/23/93		09062-TM5331
UNIX AND DESIGN (CRESTED WAVE)	Liechtenstein	Registered	9	09/13/93		09062-TM5332
UNIX AND DESIGN (CRESTED WAVE)	Lithuania	Filed	9	03/19/93		09062-TM5333
UNIX AND DESIGN (CRESTED WAVE)	Macau	Published	9	03/11/93		09062-TM5334
UNIX AND DESIGN (CRESTED WAVE)	Malaysia	Filed	9	07/31/93		09062-TM5335
UNIX AND DESIGN (CRESTED WAVE)	Malta	Registered	9	02/03/93	01/06/94	09062-TM5336
UNIX AND DESIGN (CRESTED WAVE)	Mexico	Proposed	9			09062-TM5337
UNIX AND DESIGN (CRESTED WAVE)	Moldova	Abandoned				09062-TM5338
UNIX AND DESIGN (CRESTED WAVE)	Monaco	Registered	9	02/12/93	02/12/93	09062-TM5339
UNIX AND DESIGN (CRESTED WAVE)	Morocco	Registered	9	03/22/93	03/22/93	09062-TM5340
UNIX AND DESIGN (CRESTED WAVE)	New Zealand	Filed	9	02/19/93		09062-TM5341
UNIX AND DESIGN (CRESTED WAVE)	Nicaragua	Proposed	9			09062-TM5342
UNIX AND DESIGN (CRESTED WAVE)	Nigeria	Registered	9,42	05/24/93	06/07/93	09062-TM5343
UNIX AND DESIGN (CRESTED WAVE)	Norway	Published	9	03/19/93		09062-TM5344
UNIX AND DESIGN (CRESTED WAVE)	Pakistan	Filed	9	03/30/93		09062-TM5345
UNIX AND DESIGN (CRESTED WAVE)	Panama	Proposed	9			09062-TM5346
UNIX AND DESIGN (CRESTED WAVE)	Paraguay	Filed	0	02/10/93		09062-TM534

080

ATTACHMENT C
Page 7 of 9

TRADEMARK STATUS REPORT

TRADEMARK	COUNTRY	STATUS	CLASS	FILING DATE	REG. DATE	LOCATOR NO.
UNIX AND DESIGN (CRESTED WAVE)	Peru	Abandoned	9	02/25/93		09062-TM5348
UNIX AND DESIGN (CRESTED WAVE)	Poland	Abandoned	9	02/05/93		09062-TM5349
UNIX AND DESIGN (CRESTED WAVE)	Portugal	Filed	9	03/13/93		09062-TM5350
UNIX AND DESIGN (CRESTED WAVE)	Singapore	Filed	9	03/30/93		09062-TM5351
UNIX AND DESIGN (CRESTED WAVE)	Slovenia	Filed	9	04/22/93		09062-TM5352
UNIX AND DESIGN (CRESTED WAVE)	South Africa	Withdrawn	9	04/01/93		09062-TM5353
UNIX AND DESIGN (CRESTED WAVE)	Spain	Suspended	9	02/23/93		09062-TM5354
UNIX AND DESIGN (CRESTED WAVE)	Spain	Published	16	03/16/93		09062-TM5355
UNIX AND DESIGN (CRESTED WAVE)	Spain	Published	35	03/16/93		09062-TM5356
UNIX AND DESIGN (CRESTED WAVE)	Spain	Published	39	03/16/93		09062-TM5357
UNIX AND DESIGN (CRESTED WAVE)	Spain	Published	42	03/16/93		09062-TM5358
UNIX AND DESIGN (CRESTED WAVE)	Sri Lanka	Filed	9	05/28/93		09062-TM5359
UNIX AND DESIGN (CRESTED WAVE)	Sudan	Filed	9	10/25/93		09062-TM5360
UNIX AND DESIGN (CRESTED WAVE)	Surinam	Proposed	9			09062-TM5361
UNIX AND DESIGN (CRESTED WAVE)	Sweden	Registered	9	03/08/93	11/26/93	09062-TM5362
UNIX AND DESIGN (CRESTED WAVE)	Switzerland	Registered	9	03/31/93		09062-TM5363
UNIX AND DESIGN (CRESTED WAVE)	Syrian Arab	Filed	9	02/24/93		09062-TM5364
UNIX AND DESIGN (CRESTED WAVE)	Taiwan	Proposed	9			09062-TM5365
UNIX AND DESIGN (CRESTED WAVE)	Tanganyika	Filed	9	03/31/93		09062-TM5366
UNIX AND DESIGN (CRESTED WAVE)	Thailand	Proposed	9			09062-TM5367
UNIX AND DESIGN (CRESTED WAVE)	Tunisia	Abandoned	9	06/17/93	06/17/93	09062-TM5368
UNIX AND DESIGN (CRESTED WAVE)	Turkey	Filed	9	03/19/93		09062-TM5369
UNIX AND DESIGN (CRESTED WAVE)	Ukraine	Filed	9	06/17/93		09062-TM5370
UNIX AND DESIGN (CRESTED WAVE)	United Arab Emi	Withdrawn	9	03/19/95		09062-TM5371
UNIX AND DESIGN (CRESTED WAVE)	United Kingdom	Filed	9			09062-TM5372
UNIX AND DESIGN (CRESTED WAVE)	Uruguay	Filed	9	02/17/93		09062-TM5373
UNIX AND DESIGN (CRESTED WAVE)	Uzbekistan	Abandoned	9	06/30/93		09062-TM5374
UNIX AND DESIGN (CRESTED WAVE)	Venezuela	Proposed	9			09062-TM5375
UNIX AND DESIGN (CRESTED WAVE)	Vietnam	Registered	9,38,42	03/19/93	11/22/93	09062-TM5376
UNIX AND DESIGN (CRESTED WAVE)	Yugoslavia	Filed	9	02/24/93		09062-TM5377
UNIX AND DESIGN (CRESTED WAVE)	Zaire	Filed	9,16,42	04/21/93		09062-TM5378
UNIX AND DESIGN (CRESTED WAVE)	Zimbabwe	Cancelled	9	02/17/93		09062-TM5379
UNIX AND DESIGN (CRESTED WAVE)	Zimbabwe	Cancelled	41	03/05/93	08/30/93	09062-TM5380
UNIX AND DESIGN (CRESTED WAVE)	Zimbabwe	Cancelled	41	03/05/93	08/30/93	09062-TM53

081

ATTACHMENT C
Page 8 of 9

TRADEMARK STATUS REPORT

TRADEMARK	COUNTRY	STATUS	CLASS	FILING DATE	REG. DATE	LOCATOR NO.
UNIX AND DESIGN (PERSON)	Austria	Registered	3,16,17,21,28,30,33	12/24/60	12/24/60	09062-TM5397
UNIX AND DESIGN (PERSON)	Austria	Registered	3,16,17,21,28,30,33	05/29/61	05/29/61	09062-TM5407
UNIX AND DESIGN (PERSON)	Benelux	Registered	3,16,17,21,28,30,33	12/24/60	12/24/60	09062-TM5398
UNIX AND DESIGN (PERSON)	Benelux	Registered	3,16,17,21,28,30,33	05/29/61	05/29/61	09062-TM5408
UNIX AND DESIGN (PERSON)	Egypt	Registered	3,16,17,21,28,30,33	12/24/60	12/24/60	09062-TM5399
UNIX AND DESIGN (PERSON)	Egypt	Registered	3,16,17,21,28,30,33	05/29/61	05/29/61	09062-TM5409
UNIX AND DESIGN (PERSON)	France	Registered	1,2,4-15,18,20,22-27,29,31,32,34	04/10/86	04/10/86	09062-TM5395
UNIX AND DESIGN (PERSON)	France	Registered	3,16,17,21,28,30,33	06/21/85	06/21/85	09062-TM5394
UNIX AND DESIGN (PERSON)	International	Registered	3,16,17,21,28,30,33	12/24/60	12/24/60	09062-TM5396
UNIX AND DESIGN (PERSON)	International	Registered	3,16,17,21,28,30,33	05/29/61	05/29/61	09062-TM5406
UNIX AND DESIGN (PERSON)	Italy	Registered	3,16,17,21,28,30,33	05/29/61	05/29/61	09062-TM5410
UNIX AND DESIGN (PERSON)	Italy	Registered	3,16,17,21,28,30,33	12/24/60	12/24/60	09062-TM5400
UNIX AND DESIGN (PERSON)	Monaco	Registered	3,16,17,21,28,30,33	05/29/61	05/29/61	09062-TM5412
UNIX AND DESIGN (PERSON)	Monaco	Registered	3,16,17,21,28,30,33	12/24/60	12/24/60	09062-TM5402
UNIX AND DESIGN (PERSON)	Morocco	Registered	3,16,17,21,28,30,33	05/29/61	05/29/61	09062-TM5411
UNIX AND DESIGN (PERSON)	Morocco	Registered	3,16,17,21,28,30,33	12/24/60	12/24/60	09062-TM5401
UNIX AND DESIGN (PERSON)	Portugal	Registered	3,16,17,21,28,30,33	05/29/61	05/29/61	09062-TM5413
UNIX AND DESIGN (PERSON)	Spain	Registered	3,16,17,21,28,30,33	12/24/60	12/24/60	09062-TM5403
UNIX AND DESIGN (PERSON)	Spain	Registered	3,16,17,21,28,30,33	05/29/61	05/29/61	09062-TM5414
UNIX AND DESIGN (PERSON)	Switzerland	Registered	3,16,17,21,28,30,33	12/24/60	12/24/60	09062-TM5404
UNIX AND DESIGN (PERSON)	Switzerland	Registered	3,16,17,21,28,30,33	05/29/61	05/29/61	09062-TM5415
UNIX AND DESIGN (PERSON)	Tunisia	Registered	3,16,17,21,28,30,33	12/24/60	12/24/60	09062-TM5405
UNIX AND DESIGN (PERSON)	Tunisia	Registered	3,16,17,21,28,30,33	05/29/61	05/29/61	09062-TM5416
UNIX SYSTEM TECHNOLOGIES	France	Registered	9,16,38	10/05/92	10/05/92	09062-TM5434
UNIX WARE	Germany	Registered	9,16,37,38,42	02/05/93	05/12/93	09062-TM5446
UNIX WARE (STACKED)	Germany	Registered	9,16,37,38,42	04/01/93	06/17/93	09062-TM5447
UNIXMASTER	Germany	Registered	9,16,37,38,42	03/31/93	09/30/93	09062-TM5435
UNIXWARE	Australia	Filed		07/01/94		09062-TM5547
UNIXWARE	Bangladesh	Filed		09/17/94		09062-TM5547

082

CONFIDENTIAL

ATTACHMENT C

Page 9 of 9

TRADEMARK STATUS REPORT

TRADEMARK	COUNTRY	STATUS	CLASS	FILING DATE	REG. DATE	LOCATOR NO.
UNIXWARE	Bangladesh	Filed	16	09/17/94		09062-TM5475
UNIXWARE	China	Filed	9	09/15/94		09062-TM5473
UNIXWARE	Denmark	Registered	9	09/28/93	06/24/94	09062-TM5436
UNIXWARE	France	Proposed				09062-TM5437
UNIXWARE	Germany	Registered	9,16,37,38,42	02/05/93	04/29/93	09062-TM5438
UNIXWARE	Indonesia	Filed	9	08/28/95		09062-TM5461
UNIXWARE	Italy	Filed	9	12/02/93		09062-TM5439
UNIXWARE	Japan	Filed	9	03/13/95		09062-TM5419
UNIXWARE	Mexico	Filed	9	12/10/93		09062-TM5440
UNIXWARE	New Zealand	Filed	9	08/02/94		09062-TM5472
UNIXWARE	Norway	Published	9	09/13/93		09062-TM5441
UNIXWARE	Spain	Published	42	12/28/92		09062-TM5443
UNIXWARE	Spain	Suspended	9	12/28/92		09062-TM5442
UNIXWARE	Sweden	Registered	9	09/10/93	04/29/94	09062-TM5444
UNIXWARE	United Kingdom	Registered	9	09/22/93	09/22/93	09062-TM5445
UNIX	United States	Registered	9	05/13/85	04/22/86	09062-TM4023
UNIX	United States	Registered	9	06/24/85	05/06/86	09062-TM4024
UNIX DESKTOP	United States	Abandoned	9	07/09/91		09062-TM4025
UNIX EASY	United States	Abandoned	9	07/09/91		09062-TM4026
UNIX LABS	United States	Abandoned	42	06/01/90		09062-TM4027
UNIX LABS	United States	Abandoned	9	06/01/90		09062-TM4028
UNIX LITE	United States	Abandoned	9	07/09/91		09062-TM4029
UNIX PRESS	United States	Registered	16	05/14/90	12/03/91	09062-TM4030
UNIX SVR4.2 AND DESIGN	United States	Allowed	9	06/23/92		09062-TM4031
UNIX UNIVERSITY	United States	Abandoned	41	04/07/92		09062-TM4035
UNIX WINDOWS	United States	Abandoned	9	06/04/93		09062-TM4036
UNIXWARE	United States	Abandoned	9	11/20/91		09062-TM4037
UNIXWARE	United States	Suspended	9	09/03/93		09062-TM4038
UNIXWARE	United States	Registered	9	09/03/93	07/19/94	09062-TM4039

083

SCO1185976

ATTACHMENT D
Page 1 of 2

Seller's Patents and Patent Applications
Affecting the Business

Inventor/Country	Status	Serial/Patent No.	Date
A. Owned by Seller			
1. Wong 1			
USA	Filed	07/814,854	12/30/91
Canada	Mailed		11/12/92
2. Raye 1			
USA	Patented	4,580,218	4/1/86
Italy	Patented	1,205,650	3/23/89
West Germany	Patented	0155284	11/22/90
Great Britain	Patented	0155284	11/22/90
France	Patented	0155284	11/22/90
Japan	Filed	503,183/84	8/6/84
3. Wehr 2			
USA		7/374,380	6/30/92
Unintentionally Abandoned To Be Revived			
Canada	Filed	2,018,319-5	6/5/90
Japan	Filed	170,411	6/29/90
Belgium	Filed	90306750.2	6/20/90
France	Filed	90306750.2	6/20/90
Great Britain	Filed	90306750.2	6/20/90
West Germany	Filed	90306750.2	6/20/90
Italy	Filed	90306750.2	6/20/90
Netherlands	Filed	90306750.2	6/20/90
Sweden	Filed	90306750.2	6/20/90
4. Alecci			
1-1-1	Abandoned	07/468,435	8/1/91
Alecci			
2-2-2	Continuation Under Rule 1.62 of Alecci 1-1-1	07/742,149	1/14/93

084

SCO1185977

ATTACHMENT D
Page 2 of 2

Inventor/Country	Status	Serial/Patent No.	Date
Canada	Filed	2030438-3	11/21/90
Italy	Filed	90313205.8	12/5/90
Sweden	Filed	90313205.8	12/5/90
Spain	Filed	90313205.8	12/5/90
Germany	Filed	90313205.8	12/5/90
Great Britain	Filed	90313205.8	12/5/90
France	Filed	90313205.8	12/5/90
Japan	Filed	16791/91	1/18/91

5.   Andrade
     1-1-1

USA	Filed	07/524,182	3/29/90
Canada	Filed	20388433-9	3/22/91
Japan	Filed	089094	3/29/91
Germany	Filed	91302438.6	3/20/91
Italy	Filed	91302438.6	3/20/91
Great Britain	Filed	91302438.6	3/20/91
France	Filed	91302438.6	3/20/91

6.   Doshi-Sahs
     1-1

USA	Filed	08/280,307	1/26/94

7.   R.C. Pike   Patented   4,555-775   11/26/85
     One-Half
     Undivided
     Interest with AT&T

*Note: Seller and AT&T believe the Pike Patent is being infringed by third parties and certain of such parties have alleged that said patent is invalid.

ATTACHMENT E
Page 1 of 8

Selling Copyrights in Product(s) of Business

TITLE OF THIS WORK	REGISTRATION NUMBER
SYSTEM V BINARY COMPATIBILITY SPECIFICATION	TX 2 824 712
UNIX® SYSTEM V BINARY INTERFACE: WE® 32000 Processor Supplement	TX 2 824 713
SYSTEM V APPLICATION BINARY INTERFACE Intel386™ Processor Supplement	TXu 498 197
UNIX® SYSTEM V/386 RELEASE 4: Mouse Driver Administrator's Guide	TXu 455 747
UNIX SYSTEM V/386 RELEASE 4 Network User's and Administrator's Guide	TX 2-943-774
UNIX SYSTEM V/386 RELEASE 4 PC-Interface Administrator's Guide	TX 2-900-957
UNIX SYSTEM V/386 RELEASE 4 Programmer's Guide: SCSI Driver Interface	TX 2 902 863
UNIX SYSTEM V APPLICATION BINARY INTERFACE Motorola 88000 Processor Supplement	TX 2 902 556
UNIX SYSTEM V/386 RELEASE 4 MULTIBUS® Reference Manual	TX 2 902 542
UNIX® SYSTEM V RELEASE 4: Product Overview and Master Index	TX 2 902 862
UNIX® SYSTEM V RELEASE 4 PROGRAMMER's GUIDE: XWIN™ Graphical Windowing System The X Toolkit	TX 2 902 861
UNIX® SYSTEM V RELEASE 4 Programmer's Guide: XWIN™ Graphical Windowing System Xlib-C Language Interface	TX 2-900-958
UNIX® SYSTEM V RELEASE 4 Programmer's Guide: XWIN™ Graphical Windowing System Addenda: Technical Papers	TX 2-0901-148
UNIX SYSTEM V/386 RELEASE 4 Integrated Software Development Guide	TX 2 931 646

086

SCO1185979

ATTACHMENT E
Page 2 of 8

TITLE OF THIS WORK	REGISTRATION NUMBER
UNIX® SYSTEM V/386 RELEASE 4: Product Overview and Master Index	TX 2 925 901
UNIX® SYSTEM V RELEASE 4 PROGRAMMER'S GUIDE: X11/NeWS® Graphical Windowing System NeWS	TX 2-946-827
UNIX® SYSTEM V RELEASE 4 Programmer's Guide: X11/NeWS® Graphical Windowing System tNt Technical Reference Manual	TX 2-900-956
UNIX® SYSTEM V RELEASE 4 PROGRAMMER'S GUIDE: X11/NeWS® Graphical Windowing System Server Guide	TX 2 902 864
UNIX®SYSTEM V RELEASE 4 PROGRAMMER'S GUIDE: X11/NeWS® Graphical Windowing System XVIEW™	TX 2 907 117
UNIX® SYSTEM SOFTWARE READINGS	TXu 500 048
UNIX® SYSTEM V RELEASE 4 Programmer's Reference Manual Operating System API for Intel Processors	TX 3 218 268
UNIX® SYSTEM V RELEASE 4 User's Reference Manual/System Administer's Reference Manual for Intel Processors Commands m-z	TX 3 221 656
UNIX® SYSTEM V RELEASE 4 Integrated Software Development Guide for Intel Processors	TX 3 221 657
UNIX SYSTEM V RELEASE 4 User's Reference Manual/System Administrator's Reference Manual for Intel Processors Commands, a-1	TX 3 227 639
UNIX® SYSTEM V RELEASE 4 Programmers Guide: Streams for Intel Processors	TX 3 218 286

087

SCO1185980

ATTACHMENT E
Page 3 of 8

TITLE OF THIS WORK	REGISTRATION NUMBER
UNIX® SYSTEM V RELEASE 4 Device Driver Interface/Driver Kernel Interface Reference Manual for Intel Processors	TX 3 232 578
UNIX® SYSTEM V RELEASE 4 Master Index for Motorola Processors	TX 3 221 653
UNIX SYSTEM V RELEASE 4 Device Driver Interface/Driver Kernel Interface Reference Manual for Motorola Processors	TX 3 220 500
UNIX® SYSTEM V RELEASE 4 User's Reference Manual/System Administrator's Reference Manual for Motorola Processors Commands a-1	TX 3 220 331
UNIX® SYSTEM V UTILITIES RELEASE NOTES	TX 2 123 158
UNIX® SYSTEM V STREAMS PROGRAMMERS GUIDE	TX 2 123 157
UNIX® SYSTEM V STREAMS PRIMER	TX 2-120-499
UNIX® SYSTEM V PROGRAMMER'S GUIDE	TX 2-120-502
UNIX SYSTEM V/386 RELEASE 4 MULTIBUS® Installation and Configuration Guide	TX 2 902 541
UNIX SYSTEM V/386 RELEASE 4 Transport Application Interface Guide	TX 2 881 542
UNIX SYSTEM V/386 RELEASE 4 Device Interface/Driver Kernel, Interface (DDI/DKI) Reference Manual	TX 2-883-235
UNIX SYSTEM V/386 RELEASE 4 Migration Guide	TX 2-890-470
UNIX SYSTEM V/386 RELEASE 4 System Administrator's Reference Manual	TX 2 881 543
UNIX SYSTEM V/386 RELEASE 4 PROGRAMMER'S REFERENCE MANUAL	TX 2-853-760

ATTACHMENT E
Page 4 of 8

TITLE OF THIS WORK	REGISTRATION NUMBER
UNIX SYSTEM V/386 RELEASE 4 User's Reference Manual	TX 2-890-471
UNIX SYSTEM V APPLICATIONS BINARY INTERFACE: SPARC™ Processor Supplement	TX 2 862 662
UNIX SYSTEM V APPLICATION BINARY INTERFACE: Motorola 68000 Processor Family Supplement	TX 2 870 036
UNIX® SYSTEM V RELEASE 4 User's Reference Manual	TX 2 820 791
UNIX® SYSTEM V RELEASE 4 USER'S GUIDE	TX 2 832 010
UNIX® SYSTEM V RELEASE 4 ANSI C TRANSITION GUIDE	TX 2 820 798
UNIX SYSTEM V RELEASE 3.2 SYSTEM ADMINISTRATOR'S GUIDE	TX 2 832 116
UNIX® SYSTEM V RELEASE 4 DEVICE DRIVER INTERFACE/DRIVER KERNEL INTERFACE (DDI/DKI) REFERENCE MANUAL	TX 2 820 792
UNIX® SYSTEM V RELEASE 4 PROGRAMMER'S GUIDE POSIC conformance	TX 2 820 885
UNIX® SYSTEM V RELEASE 4 PROGRAMMER'S GUIDE: Streams	TX 2 833 114
UNIX® SYSTEM V RELEASE 4 PROGRAMMER'S REFERENCE MANUAL	TX 2 832 009
UNIX® SYSTEM V RELEASE 4 NETWORK USER'S AND ADMINISTRATOR'S GUIDE	TX 2 832 008
UNIX® SYSTEM V RELEASE 4 SYSTEM ADMINISTRATOR'S REFERENCE MANUAL	TX 2 830 989

ATTACHMENT E
Page 5 of 8

TITLE OF THIS WORK	REGISTRATION NUMBER
UNIX® SYSTEM V RELEASE 4 PROGRAMMER'S GUIDE: Ansi C and Programming Support Tools	TX 2 820 849
UNIX® SYSTEM V RELEASE 4 PROGRAMMERS GUIDE: System and Application Packaging Tools	TX 2 825 383
UNIX® SYSTEM V RELEASE 4 MIGRATION GUIDE	TX 2 820 886
UNIX® SYSTEM V RELEASE 4 PROGRAMMER'S GUIDE: Character User Interface (FMLI and ETI)	TX 2 825 299
UNIX® SYSTEM V RELEASE 4 BSD/XENIX® COMPATIBILITY GUIDE	TX 2-878-051
UNIX® SYSTEM V RELEASE 4 PROGRAMMER'S GUIDE: Networking Interfaces	TX 2 838 313
SYSTEM V APPLICATION BINARY INTERFACE	TX 2 847 222
AT&T UNIX System V/386, Release 3.2 Utilities Release Notes	TX 2 454 845
AT&T UNIX SYSTEM V/386 Release 3.2 Streams Primer	TX 2 454 847
UNIX SYSTEM V/386 Release 3.2 User's Guide	TX 2-488-749
AT&T UNIX SYSTEM V/386: Programmer's Guide, Vol. II	TX 2 454 884
UNIX SYSTEM v/386 Release 3.2 Programmer's Reference Manual	TX 2 494 658
UNIX SYSTEM V/386 Release 3.2 Streams Programmer's Guide	TX 2 497 054
UNIX SYSTEM V/386: Network Programmer's Guide	TX 2 366 626

ATTACHMENT E
Page 6 of 8

TITLE OF THIS WORK	REGISTRATION NUMBER
UNIX® SYSTEM V/386: Programmer's Reference Manual	TX 2 373 759
UNIX® SYSTEM V/386: User's Guide, 2nd edition	TX 2-363-829
UNIX® SYSTEM V/386: User's Reference Manual	TX 2 365 627
UNIX® SYSTEM V/386: System Administrator's Reference Manual	TX 2-371-952
UNIX® SYSTEM V/386: Streams Programmer's Guide	TX 2-367-657
UNIX® SYSTEM V/386: Programmers' Guide	TX 2-400-593
UNIX® SYSTEM V/386: Streams Primer	TX 2 366 645
UNIX® SYSTEM V/386: System Administrator's Guide	TX 2 378 091
UNIX® SYSTEM V/386: Utilities Release Notes	TX 2 366 532
UNIX® SYSTEM V NETWORK PROGRAMMERS GUIDE	TX 2 117 799
UNIX® SYSTEM V: User's Guide, 2/E	TX 2 052 293
UNIX® SYSTEM V RELEASE 3.2: Framed Access Command Environment (FACE) User's Guide	TX 2 611 527
UNIX® SYSTEM V RELEASE 3.2: Form and Manu Language Interpreter (FMLI) Programmer's Guide	TX 2 605 294
UNIX® SYSTEM V RELEASE 3.2: Utilities Release Notes	TX 2-611-984
UNIX® SYSTEM V RELEASE 3.2: Programmer's Guide, Volume II	TX 2 595 940
UNIX® SYSTEM V RELEASE 3.2: System Administrator's Reference Manual	TX 2-611-860

ATTACHMENT E
Page 7 of 8

TITLE OF THIS WORK	REGISTRATION NUMBER
UNIX® SYSTEM RELEASE 3.2: User's Guide	TX 2-611-861
UNIX® SYSTEM V RELEASE 3.2: Programmer's Guide, Volume I	TX 2-611-862
UNIX® SYSTEM V BINARY COMPATIBILITY SPECIFICATION:WE® 32000 Processor Supplement	TX 2 824 711
UNIX® SYSTEM V RELEASE 4: OPEN LOOK™ Graphical User Interface Programmer's Reference Manual	TX 2-900-893
UNIX® SYSTEM V RELEASE 4: Programmer's Guide: OPEN LOOK™ Graphical User Interface	TM 2-900-966
UNIX® SYSTEM V RELEASE 4 OPEN LOOK™ GRAPHICAL USER INTERFACE USER'S GUIDE	TX 2-901-147
UNIX® SYSTEM V RELEASE 3.2: System Administrator's Guide	TX 2 611 530
UNIX® SYSTEM V RELEASE 3.2: Streams Programmer's Guide	TX 2 604 382
UNIX® SYSTEM V RELEASE 3.2: Programmer's Reference Manual	TX 2 605 292
UNIX SYSTEM V: Documentor's Workbench, Reference Manual	TX 2 986 119
UNIX SYSTEM V: Documentor's Workbench, User's Guide	TX 2 986 118
UNIX System V/386 Release 3.2 System Administrator's Guide	TX 2 454 792
AT&T UNIX System V/386 Release 3.2 Network Programmer's Guide	TX 2 454 846
THE UNIX™ SYSTEMS USER's GUIDE	TX 1 788 418
UNIX® SYSTEM RELEASE 3.2: Programmer's Guide, Volume I	TX 2-611-862

ATTACHMENT E
Page 8 of 8

TITLE OF THIS WORK	REGISTRATION NUMBER
UNIX SYSTEM V/386: Programmer's Guide, Vol. II	TX 2 454 884
UNIX® SYSTEM V RELEASE 4 User's Reference Manual/System Administrator's Reference Manual for Motorola Processors Commands m-z	TX 3 218 267
UNIX® SYSTEM V RELEASE 4 System Files and Devices Reference Manual for Motorola Processors	TX 3 221 654
UNIX® SYSTEM V RELEASE 4 Programmer's Reference Manual: Operating System API for Motorola Processors	TX 3 221 655
Operating System Utility Programs	TXu 301 868
UNIX® Operating System Edition 5 and Instruction Manual	TXu 510 028
UNIX® Operating System Edition 6 and Instruction Manual	TXu 511 236
UNIX® Operating System Edition 32V and Instruction Manual	TXu 516 704
UNIX® Operating System Edition 7 and Instruction Manual	TXu 516 705

093

SCO1185986

ATTACHMENT F

CERTAIN THIRD PARTY ROYALTY PAYMENTS

THIRD PARTY VENDOR	PRODUCTS [OR COMPONENTS OF PRODUCT(S)] ON WHICH ROYALTY IS DUE	ROYALTY BASED ON	Royalties Paid 8/1/94 - 7/31/95
(1) Microsoft	SVR3/SVR4/UW tgt hw of 386/486 PE, AS	binary units binary units	Over $1.5 Million
(2) Veritas	Veritas products AS, ODM	source/binary revenue binary units	Over $1.0 Million (< $1.5)
(3) OSF	Motif product PE, AS, MOTIF KIT, SDK	source/binary units reference binary units binary units	$1M commitment thru 1997 (buy-out)
(4) Locus	Locus Merge 3.1 PE, AS, ADVMRG, SRVMRG	binary units binary units	Over $1.5 Million

094

ck
SCO1185987

Attachment G

Seller Contracts Containing Business-Related Rights

which are Terminable in the Event of Acquisition

- October 16, 1992 Master Purchase and License Agreement between Seller and Electronic Book Technologies, Inc.

- June 1, 1995 CDE/MOTIF PST Joint Development Agreement among Seller and Digital Equipment Corporation; Hitachi, Ltd.; International Business Machines Corporation; Fujitsu Limited; Open Software Foundation, Inc.; X Consortium, Inc. and Sun Microsystems, Inc.

- May 10, 1994 Trademark Relicensing Agreement between Seller and X/Open Company, Ltd.

- February 28, 1995 Software License Agreement between Seller and Atria Software, Inc.

- February 7, 1987 Development and License Agreement now in effect between Seller and Microsoft Corporation.

REPRESENTATIONS AND WARRANTIES OF BUYER
DISCLOSURE SCHEDULE

3.3 <u>Capitalization</u>
Series C Agreement between The Santa Cruz Operation, Inc. and Microsoft Corporation.

The Company is in the process of granting Hambrecht & Quist warrants to purchase 50,000 shares of Common Stock at $7.75 per share as partial consideration for services provided to the Company pertaining to the subject transaction.

Also see 3.8 below.

3.7 <u>Litigation</u>
In August 1993, a securities class action lawsuit was filed in Superior Court of San Francisco, California and is now pending in the Superior Court of Santa Clara County, California against the Company, Douglas Michels, Lars Turndal, Dan Steimle, Larry Michels and the Company's underwriters. The lawsuit alleges violations of the Securities Act of 1933, pertaining to alleged misrepresentations and omissions in the Company's Registration Statement and Prospectus in connection with its initial public offering. In May 1994, the case was dismissed. The plaintiffs filed a notice of appeal in June 1994.

In February 1995, Micro-Quick Systems, Inc., a software dealer, commenced legal action against the Company in the California Superior Court in San Bernadino County seeking to recover unspecified damages in excess of $1,000,000. Micro-Quick alleges the Company failed to deliver conforming product and failed to support said product.

In May 1995, an action was filed in the Superior Court of Santa Cruz County, California by a former employee against the Company and two current employees alleging sexual harassment, employment discrimination, breach of contract and related claims.

In August 1995, JSB Computer Systems, Ltd., a software vendor, filed a complaint against the Company in the Superior Court of Santa Cruz County, alleging breach of contract for failure to make appropriate payments under the contract. JSB seeks to recover unspecified damages in excess of $100,000.

The Company does not believe any of these lawsuits individually or in the aggregate will have a material adverse impact on the Company.

3.8 <u>Absence of Certain Changes</u>
The Company has held and continues to hold informal discussions with Microsoft Corporation regarding the purchase by the Company of Microsoft's equity in the Company, in whole or in part. No commitments have been made by either party.

kmad/acq/unix/disclose.doc

096

3.10   Tax Returns and Reports

(i)   SCO is in compliance with all material filing requirements. Those filing requirements that SCO may not be in compliance with will not have a material adverse effect on the business condition of SCO. Returns in this latter category include an IXI Corporation California return for 9/93, possible Arizona and Tennessee income tax returns, various sales tax returns in the states of Washington, Wisconsin, Tennessee, etc. and business license returns in Washington and Fairfax County, Virginia.

(ii)   SCO is in compliance with all employer tax requirements.

(iii)   No material tax delinquencies are outstanding against SCO. The items mentioned in (I) above may give rise to delinquencies, but not of a material amount. See (iv) below for waivers of the statute of limitation.

(iv)   SCO is undergoing an IRS audit for the fiscal years 9/90 and 9/91 and has extended the statute of limitations for those years to 12/31/95. The IRS auditor has advised that he will also audit 9/92, but this has not been officially confirmed. SCO is undergoing a Texas sales tax audit and nexus queries have been received from Tennessee, Wisconsin and Washington. None of the audits or queries are expected to have a material adverse effect on the business condition of SCO.

(v)   None of SCO's assets are treated as "tax-exempt use property" within the meaning of IRC 168(h).

(vi)   SCO is not, and has not been, a "US real property holding corporation" within the meaning of IRC 897(c)(2).

kmad/acq/unix/disclose.doc

097