SCO Grp v. Novell Inc Doc. 632 Att. 2

## **EXHIBIT 5B**



## VIA FAX AND CERTIFIED MAIL RETURN RECEIPT REQUESTED

June 6, 2003

Mr. Jack Messman 404 Wyman Sulte 600 Waltham, MA 02451

RE: Noveli's May 28, 2003 Press Release

Jack,

In a Well-orchestrated press release on May 28, 2003 entitled "Novell Challenges SCO Position, Reiterates Support for Linux," you stated:

"Importantly, and contrary to SCO's assertions, SCO is not the owner of the UNIX copyrights."

As you know, your accusation that SCO does not own the UNIX copyrights was false and was without a good faith basis for belief. The documents clarifying this issue have been in your possession for nearly seven years. Any question of whether the UNIX copyrights transferred to SCO under the Bapt. 19, 1995 Asset Purchase Agreement was clarified in Amendment No. 2 to the Asset Purchase Agreement dated October 16, 1996. You either knew or should have known of Amendment No. 2 prior to issuing your press release attack against SCO's ownership rights of the UNIX copyrights on May 28, 2003. Therefore your conduct in this matter was either meliciously or recklessty intended to harm SCO's share value and customer relations.

As to the question of whether your conduct was malicious or reckless, we have a direct statement that Chris Stone, an executive employee working closely with you on this matter, stated that the timing of your May 28, 2003 press release was intended to coincide with our earnings announcement that occurred later that day. I am also concerned that IBM may have possibly been involved in your decision to issue this groundless press release based upon statements you made in our telephone conversation on June 5th.

You should know that your actions may have been serious violations of the United States securities laws. Your press release, coupled with its intended liming to coincide with our May 28 earnings announcement appears to have been deceptive and manipulative conduct intended by you to sufficially depress SCO's stock price in violation of the Federal securities laws, including but not limited to SEC Rule 10b-6.

SCO will hold a press call today at 11:00 am EST to clear up this matter so that our shareholders and customers are fully aware of SCO's rights with respect to the UNIX copyrights. You have time before that call to take the following corrective action in order to possibly mitigate any liability on the part of you, Jack Messman, and Novell, to SCO and to your own shareholders for your felse and groundless accusations:

- 1. Affirm publicly that Novell has not retained any rights in and to the UNIX copyrights.
- 2. Affirm publicly that all UNIX copyrights transferred to SCO pursuant to Amendment No. 2 to the Asset Purchase Agreement.
- Voluntarily disclose to us in a clear and forthright manner the date and substance of all conversations between Novell, its management and/or counsel, and iBM, its management and/or counsel with respect to the question of SCO's copyright claims to UNIX.



4. Voluntarily disclose to us in a clear and forthright manner the date and substance of all conversations between Novell, its management and/or counsel, and IBM, its management and/or counsel with respect to Novell's decision to issue the May 28, 2003 press release and the liming thereof.

Those public statements and information about your communications with IBM regarding the topics identified above need to be presented to our satisfaction today before 10:30 EST.

You are further instructed to retain for future discovery all notes, phone records, emails and other communication by and among Novell management and/or counsel and IBM management and/or counsel since and after Merch 6, 2003.

Thank you for your immediate attention to these important matters.

Yours truly.

Darl McBride President and CEO The SCO Group, Inc.