

EXHIBIT D



N O V E L L

September 29, 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 September 15. I have asked Duff Thompson and his group, on Novell's behalf, to follow up on the five main topics we have discussed. Duff will contact Bob Kruger.

However, as I have said before, Novell will not forsake the other issues simply because Microsoft refuses to acknowledge them. Further, during our January 10th meeting we never agreed that those issues would be waived. I certainly agree that we must move forward to address the needs of our customers, but I feel it is also important to settle our past differences.

I will continue to encourage meetings between our respective companies and look forward to meeting with you at COMDEX.

Sincerely,

Robert J. Frankenberg
Chairman and CEO

cc: David R. Bradford, Duff Thompson

NOVELL INC.
1555 NORTH
TECHNOLOGY WAY
OREM, UTAH
84057-2399
801-225-3000
FAX 801-223-5077

DB 0004119