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October 8, 2003

The SCO Group v. International Business Machines Corporation
Civil Action No. 2:03CV-0294-DAK (D. Utah.)

Dear Mr. McElroy:

We represent International Business Machines Corporation ("IBM") in the above-referenced litigation. In this action, plaintiff The SCO Group Inc. ("SCO") alleges, among other things, that IBM has breached its contractual obligations to SCO and misappropriated SCO's trade secrets.¹

As a part of the discovery process, SCO has sought the source code for the AIX operating system, including components of that source code provided by third parties.² IBM has objected to SCO's request on the grounds that it calls for the production of information subject to third-party confidentiality obligations, including those which IBM may owe to Computer Associates International, Inc.

(Islandia, NY), and has withheld production of the same to date. Under the terms of Paragraph 10 of the Stipulated Protective Order³ (the "Court Order"),

¹ A copy of the Amended Complaint is attached for your reference.

² A copy of SCO's First Request for the Production of Documents is likewise attached for your reference. Note in particular Request No. 2.

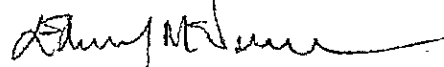
³ This order was entered by the United States District Court for the District of Utah on September 16, 2003. A copy of the same is enclosed for your reference.

however, IBM is required to produce said information within 30 business days of providing notice to you unless you seek relief from the Court.

Please note that all AIX source code produced by IBM shall be designated "Confidential" pursuant to the terms of the Court Order and shall be afforded all of the protections under the same.

If you have any questions, please do not hesitate to contact me at the number above. You may indicate your consent to IBM's production by signing below and returning a copy of this letter by mail or fax (212-474-3700). If you do not respond on or before November 19, 2003, we will presume your consent and proceed with production of AIX code as noted above.

Very truly yours,



Edward J. McNamara

Computer Associates International, Inc.
(Islandia, NY)

One Computer Assocs Plz.
Islandia, NY 11749

Attn: Michael A. McElroy

BY AIRBORNE OVERNIGHT DELIVERY

CONSENTED TO:

Name

Title

Computer Associates International, Inc.
(Islandia, NY)