

EXHIBIT 10

F*A*X

DATE: November 22, 1995
ATTENTION: Steve Sabbath
COPY TO: Kelly Hicks
RE: SOW FOR LICENSING & CONTRACT MANAGEMENT
Steve,

I have received your November 17, 1995 SOW. I can agree to work within your parameters, and still meet Novell's post closing deliverables. (These are the notification of licensee and assignment of licenses, and the delivery of hard copies of the agreements to SCO). Bob Rosenberg has had discussions with Kelly Hicks to identify the banks to be used for deposits, wire transfers, etc.

I am assuming that there are no systems required by SCO for licensing since these are not included in your SOW. I have asked Burt to craft a formal agreement that will permit the Contract Managers you have designated to execute the agreements on behalf of SCO, and that will insulate Novell from liability to either SCO or the customer for any agreement executed by the Contract Managers on SCO's behalf.

I have also asked John Maciaszek to investigate the approval process we should use on any agreement requiring the use of non-standard terms and conditions. I would prefer that there be a method in place that has an SCO employee authorizing any agreement that uses non-standard T's & C's since these will be executed by Novell employees. Currently Novell has a two signature approval on any Special or Standard Pricing Letter where the Director in charge of the Business Unit that owns the product signs off in addition to the Regional Controller.

Would you also please confirm that SCO intends to:

1. Use the standard Software Agreement and Sublicensing Agreement currently used by Novell, with the exception of the necessary name and address changes, for any new customers,

TOTAL PAGES (INCLUDING THIS ONE) = 2

2. Use the current UnixWare product schedules with the necessary name and address changes where appropriate, and
3. Use the existing schedules for SVRx and Auxiliary Products with the necessary name and address changes where appropriate.

Best Regards,



Louis S. Ackerman

FAX: (201) 443-5038
Voice: (201) 443-6380
e-mail: lackerman@novell.com

Copies To:
S. Adams
W. Bauer
W. Broderick
S. Jonas
B. Levine
J. Maciaszek
R. Rosenberg