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2004 NOV -8 P 4:19
DISTRICT OF UTAH
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**IN THE UNITED STATES DISTRICT COURT
DISTRICT OF UTAH, CENTRAL DIVISION**

THE SCO GROUP, INC., a Delaware
corporation,

Plaintiff,

vs.

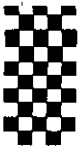
NOVELL, INC., a Delaware corporation,

Defendant.

**DECLARATION OF KELLIE
CARLTON IN SUPPORT OF
NOVELL, INC.'S MOTION TO
DISMISS**

Case No. 2:04CV00139

Judge Dale A. Kimball



Kellie Carlton, under penalty of perjury, declares the following:

1. I am responsible for maintaining the records of the meeting minutes of Novell's Board of Directors. I submit this declaration in support of Novell's Motion to Dismiss. The statements made herein are based on my personal knowledge and investigation.

2. Attached as Exhibit A is a true and correct copy of the September 18, 1995 Minutes of the Meeting of the Board of Directors of Novell, Inc. A blue box has been added on page 2 to identify the text referenced in Novell's motion papers.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed on this 5 day of November, 2004 in Provo, Utah.

Kellie Carlton
Kellie Carlton

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 8th day of November, 2004, I caused a true and correct copy of the foregoing **DECLARATION OF KELLIE CARLTON IN SUPPORT OF NOVELL, INC.'S MOTION TO DISMISS** to be served via first class mail, postage prepaid, to the following:

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