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UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY  
Civil Action No. 92-1667 (DRD)

UNIX SYSTEM LABORATORIES, INC.,

Plaintiff,

vs.

BERKELEY SOFTWARE DESIGN, INC.,  
and THE REGENTS OF THE  
UNIVERSITY OF CALIFORNIA,

Defendants.

Greensboro, North Carolina

November 11, 1992

9:30 o'clock A.M.

DEPOSITION

OF

EDWIN G. BALDWIN

MARTHA P. HUNDLEY COURT REPORTING SERVICE

POST OFFICE BOX 38232

GREENSBORO, NC 27438

PHONE: (919) 288-5557

EXHIBIT E

1           you referring to the time period beginning in 1975?

2           MS. FITHIAN: Yes.

3           A. I don't remember. I think it was Dick Shahpazin, but  
4 I - if somebody showed me an organizational chart of that  
5 time, I could probably change my mind.

6           Q. Do you recall any other universities at that time that  
7 were licensed for the UNIX software? Referring back again to  
8 the '75 time frame?

9           A. No, I don't.

10          Q. Do you know approximately how many there were at that  
11 time?

12          A. No, I have no recollection. It was a program that  
13 kind of started slowly and built up.

14          Q. Okay.

15          A. So I would guess there weren't very many at that  
16 particular time.

17          Q. And at that time, was the UNIX software licensed to  
18 entities other than universities? Again, referring to the  
19 1975 time frame?

20          A. I don't think it was licensed at that time to other  
21 entities, although a methodology had been established for  
22 commercial licensing by that time.

23          Q. Do you know why it first was licensed to universities?

24          A. Well---

25          Q. Do you have an understanding as to why it was first

1 licensed to universities?

2 MR. KENNEDY: I'm going to object to form, in  
3 view of his testimony concerning the date in which Mr.  
4 Baldwin got involved. But to the extent that you know  
5 it or have an understanding, you may answer. I'm  
6 extending my objection.

7 A. Okay. Obviously, I wouldn't have known the reason for  
8 starting with Berkeley before I got in the organization or  
9 wouldn't have been involved, but there was a program to  
10 license universities. Bell Laboratories was getting into a  
11 lot of equipment that required software. It was getting  
12 digitally driven equipment. They did not have a reputation in  
13 the university community as software developers or software  
14 engineers, and they were interested in establishing that  
15 reputation so that they could attract top talent. And - and  
16 the secondary reason was the fact that this was a good place  
17 to introduce it so that people would learn it and know it and  
18 would later build up commercial sales.

19 MS. FITHIAN: Okay. Let's mark for the record  
20 the next exhibit in order, D-10.

21 (Thereupon, DEPOSITION EXHIBIT D-10 was marked.)

22 MR. WEITZ: Do you have a copy for counsel?

23 MS. FITHIAN: I'm sorry. Some of these, I have  
24 extra copies. A few of them, I ended up with one less  
25 than I needed.

1 A. ---until canceled.

2 Q. Okay. I was just trying to get at your very - just  
3 the underlying purpose, if you know, that AT&T had in  
4 licensing to the University of California at Berkeley -  
5 licensing the UNIX code?

6 MR. KENNEDY: Objection.

7 A. I don't - I don't really know. That first license was  
8 before I joined licensing.

9 Q. Okay. AT&T entered into a lot of educational licenses  
10 with various institutions, correct?

11 A. Yes.

12 Q. Okay. Maybe you could answer the question in broader  
13 terms. Do you know why AT&T entered into agreements to  
14 license its source code to various educational institutions?

15 MR. KENNEDY: Asked and answered.

16 THE WITNESS: What's that?

17 MR. KENNEDY: I said "asked and answered." It's  
18 an objection to form. It's objectional for other  
19 reasons, but---

20 A. Well, I think I answered it already earlier, but -  
21 that Bell Laboratories was developing a lot of equipment which  
22 required software to operate it and they had not, at that  
23 time, established a reputation in computer science in various  
24 universities that would attract the top students that they  
25 wanted. And by licensing UNIX to the universities, the - the

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1 students would know that this operating system came from Bell  
2 Laboratories and help establish their reputation - which it  
3 did. Now, the other reason - and perhaps from a broader AT&T  
4 sense in licensing - was the fact that the students would get  
5 used to using UNIX and - and this would gradually carry into  
6 the commercial world after they were hired by corporations and  
7 - and still wanted access to UNIX.

8 MS. SHAPREAU: I'd like to have marked as the  
9 next exhibit what is Bates stamped 6080 through 6099,  
10 which I believe is the seventh version of UNIX, an  
11 agreement between Western Electric and the Regents,  
12 dated May 1st, 1979.

(Discussion off the record.)

(Thereupon, DEPOSITION EXHIBIT D-23 was marked.)

13 Q. Actually, I would like for you to take a look at three  
14 exhibits and I just have a very simple question for you  
15 regarding all three exhibits. Could you take a look at  
16 Exhibit 10 and Exhibit 16-A, as well, and I mainly want to get  
17 your understanding of one of the definitions, which is  
18 virtually all the same in all three agreements. I just have  
19 one question on that.

20 MR. KENNEDY: First, we're not - we've not had  
21 any opportunity--- I mean, we're dealing with  
22 agreements here that - although I appreciate that they  
23 are in some respects standard form agreements, they

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CERTIFICATE

STATE OF NORTH CAROLINA )  
COUNTY OF GUILFORD )

I, MARTHA P. HUNDLEY, Court Reporter and a Notary Public duly appointed and qualified in and for the County of Guilford and State of North Carolina, do hereby certify that, pursuant to subpoena, there came before me on the 11 day of November 1992, in the law office of Smith, Helms, Mulliss & Moore, Suite 1400, 300 North Greene Street, Greensboro, North Carolina, the following named person, to wit: EDWIN G. BALDWIN, who was by me duly sworn to testify to the truth and nothing but the truth of his knowledge touching and concerning the matters in controversy in this cause; that he was thereupon examined and his examination reported by me and carefully reduced to writing under my direct supervision; and that the foregoing pages numbered through , inclusive, constitute a true and accurate record of the testimony given by the witness, to the best of my knowledge and belief.

I further certify that on the day of 1992, the transcript original of this deposition was sent to James W. Kennedy, Esq., Law Offices of Paul, Hastings, Janofsky & Walker, Thirty-First Floor, 399 Park Avenue, New York, New York, for signature by the witness.

I further certify that I am neither attorney or

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counsel for, nor related to or employed by, any of the parties to the action in which this deposition is taken, and further that I am not a relative or employee of any attorney or counsel employed by the parties hereto, nor interested directly or indirectly in the matter in controversy, nor financially interested in the action.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this, the            day of  
1992.

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Martha P. Hundley, Notary Public  
County of Guilford, State of North Carolina  
My Commission expires: December 21, 1993