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*Attorneys for Defendant/Counterclaim-Plaintiff  
 International Business Machines Corporation*

**IN THE UNITED STATES DISTRICT COURT  
 FOR THE DISTRICT OF UTAH**

THE SCO GROUP, INC.,  
 Plaintiff/Counterclaim-Defendant,  
 -against-  
 INTERNATIONAL BUSINESS  
 MACHINES CORPORATION,  
 Defendant/Counterclaim-Plaintiff.

**DECLARATION OF  
 JOAN THOMAS IN SUPPORT OF  
 IBM'S MOTION FOR PARTIAL  
 SUMMARY JUDGMENT ON  
 BREACH OF CONTRACT CLAIMS**

Civil No. 2:03CV-0294 DAK  
 Honorable Dale A. Kimball  
 Magistrate Judge Brooke C. Wells

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I, Joan Thomas, declare as follows:

1. I am employed by International Business Machines Corporation ("IBM"), as Program Director, AIX and HPC Program Management and pSeries Software Development Operations.

2. This declaration is submitted in connection with the lawsuit brought by The SCO Group, Inc. ("SCO") against IBM, entitled The SCO Group, Inc. v. International Business Machines Corporation, Civil No. 2:03CV-0294 DAK (D. Utah 2003). I make this declaration based upon personal knowledge.

3. I have worked with the AIX operating system for more than two years. I supervise a team of software developers who are responsible both for writing code for the AIX operating system and for building and preparing for distribution new releases of the AIX operating system.

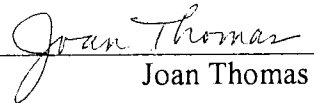
4. Each release of the AIX operating system consists of millions of lines of source code. For example, AIX 5.2.0 contains approximately 63 million lines of source code.

5. AIX contains code that was written by IBM software engineers (or outside contractors retained by IBM) for AIX, code written by IBM software engineers (or outside contractors retained by IBM) originally for other software programs but that was later also included in AIX, and code written by third parties and licensed to IBM for inclusion in AIX.

6. I declare under penalty of perjury that the foregoing is true and correct.

Executed: August 4, 2004

Austin, Texas

  
Joan Thomas