

SNELL & WILMER, L.L.P.
Alan L. Sullivan (3152)
Todd M. Shaughnessy (6651)
Amy F. Sorenson (8947)
15 West South Temple, Suite 1200
Salt Lake City, Utah 84101-1004
Telephone: (801) 257-1900
Facsimile: (801) 257-1800

CRAVATH, SWAINE & MOORE LLP
Evan R. Chesler (admitted pro hac vice)
David R. Marriott (7572)
Worldwide Plaza
825 Eighth Avenue
New York, NY 10019
Telephone: (212) 474-1000

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

FILED
19 FEB 04 PM 2:18
DISTRICT COURT
BY: _____

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

THE SCO GROUP, INC.

Plaintiff/Counterclaim-
Defendant,

v.

INTERNATIONAL BUSINESS
MACHINES CORPORATION,

Defendant/Counterclaim-
Plaintiff.

**MEMORANDUM OF
DEFENDANT/COUNTERCLAIM-
PLAINTIFF IBM IN RESPONSE TO
PLAINTIFF'S MOTION FOR LEAVE TO
FILE AMENDED PLEADINGS**

Civil No. 2:03CV0294 DAK

Honorable Dale A. Kimball
Magistrate Judge Brooke Wells

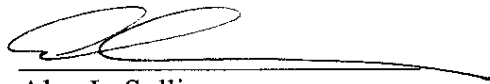
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Pursuant to DUCivR 7-1(b)(3), Defendant/Counterclaim-Plaintiff International Business Machines Corporation (“IBM”) submits the following response to Plaintiff’s Motion for Leave to File Amended Pleadings filed on February 4, 2004.

As will be set out in IBM’s answer to plaintiff’s proposed Second Amended Complaint—should the Court permit plaintiff to file it—plaintiff’s amended allegations are meritless. Nevertheless, and without conceding the grounds on which the amended pleadings are based, IBM does not oppose plaintiff’s second motion for leave to amend, subject to IBM’s right to move against the amended pleadings.

DATED this 19th day of February, 2004.

SNELL & WILMER L.L.P.



Alan L. Sullivan
Todd M. Shaughnessy
Amy F. Sorenson

CRAVATH, SWAINE & MOORE LLP
Evan R. Chesler
David R. Marriott

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

Of counsel:

INTERNATIONAL BUSINESS MACHINES CORPORATION
Donald J. Rosenberg
Alec S. Berman
1133 Westchester Avenue
White Plains, New York 10604
(914) 642-3000

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

CERTIFICATE OF SERVICE

I hereby certify that on the 19th day of February, 2004, a true and correct copy of the foregoing **MEMORANDUM OF DEFENDANT/COUNTERCLAIM-PLAINTIFF IBM IN RESPONSE TO PLAINTIFF'S MOTION FOR LEAVE TO FILE AMENDED**

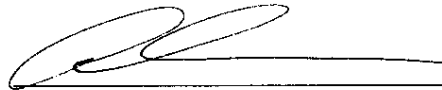
PLEADINGS was hand delivered to the following:

Brent O. Hatch
Mark F. James
HATCH, JAMES & DODGE, P.C.
10 West Broadway, Suite 400
Salt Lake City, Utah 84101

Kevin P. McBride
299 South Main Street, Suite 1700
Salt Lake City, Utah 84111

and sent by U.S. Mail, postage prepaid, to the following:

Stephen N. Zack
Mark J. Heise
BOIES, SCHILLER & FLEXNER LLP
100 Southeast Second Street, Suite 2800
Miami, Florida 33131

A handwritten signature in black ink, consisting of a stylized, cursive name followed by a horizontal line underneath.