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

CALDERA SYSTEMS, INC, d/b/a/ THE
SCO GROUP,

Plaintiff,

vs.

INTERNATIONAL BUSINESS
MACHINES CORPORATION,

Defendants.

**MEMORANDUM OF DEFENDANT
INTERNATIONAL BUSINESS MACHINES
CORPORATION IN RESPONSE TO
PLAINTIFF'S MOTION FOR LEAVE TO
FILE AMENDED COMPLAINT**

Civil No. 2:03cv0294

Honorable Dale A. Kimball

Pursuant to DUCivP 7-1(b)(3), defendant International Business Machines Corporation ("IBM") submits the following response to the Motion for Leave to File Amended Complaint filed by plaintiff Caldera Systems, Inc., d/b/a The SCO Group on June 16, 2003.

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As will be set out in IBM's response to plaintiff's proposed, amended complaint – should the Court permit plaintiff to file it – plaintiff's proposed, amended allegations are meritless, and judgment should be entered in this action in favor of IBM. Nevertheless, and without conceding the grounds on which it is based, IBM does not oppose plaintiff's motion to amend, subject to IBM's right to move against the proposed amended pleading.

DATED this 1st day of July, 2003

Snell & Wilmer LLP



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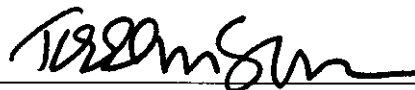
CERTIFICATE OF SERVICE

I hereby certify that on the 7th day of July, 2003, a true and correct copy of the foregoing **MEMORANDUM OF DEFENDANT INTERNATIONAL BUSINESS MACHINES CORPORATION IN RESPONSE TO PLAINTIFF'S MOTION FOR LEAVE TO FILE AMENDED COMPLAINT** was delivered to the following by U.S. Mail, postage prepaid:

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