

Grant No. \_\_\_\_\_

THE CANOPY GROUP, INC.

NOTICE OF GRANT OF STOCK OPTION (CLASS A VOTING)

Notice is hereby given of the following option grant (the "Option") to purchase shares of Class A Voting Common Stock of The Canopy Group, Inc. (the "Corporation"):

Optionee: Ralph Yarro

Grant Date: November 7, 2000

Vesting Commencement Date: April 14, 1995

Exercise Price: \$5.00 per share

Number of Option Shares: 10,000 shares

Expiration Date: October 31, 2020, or upon earlier termination of the Option.

Type of Option: Non-Statutory Stock Option

Date Exercisable: The date on which the Option Shares are vested.

Vesting Schedule: The Option Shares are 100% vested.

Optionee understands and agrees that the Option is granted subject to and in accordance with the terms of the THE CANOPY GROUP, INC. 2000 STOCK OPTION PLAN (the "Plan"). Optionee further agrees to be bound by the terms of the Plan and the terms of the Option as set forth in the Stock Option Agreement attached hereto as Exhibit A. Optionee understands that any Option Shares purchased upon exercise of the Option will be subject to the terms set forth in the Stock Purchase Agreement attached hereto as Exhibit B.

Optionee hereby acknowledges receipt of a copy of the Plan in the form attached hereto as Exhibit C.

**REPURCHASE RIGHTS. OPTIONEE HEREBY AGREES THAT ALL OPTION SHARES ACQUIRED UPON THE EXERCISE OF THE OPTION SHALL BE SUBJECT TO CERTAIN REPURCHASE RIGHTS AND RIGHTS OF FIRST REFUSAL EXERCISABLE BY THE CORPORATION AND ITS ASSIGNS. THE TERMS OF SUCH RIGHTS ARE SPECIFIED IN THE ATTACHED STOCK PURCHASE AGREEMENT.**

No Employment or Service Contract. Nothing in this Notice or in the Plan shall confer upon Optionee any right to continue in Service for any period of specific duration or interfere with or otherwise restrict in any way the rights of the Corporation (or any Parent or Subsidiary employing or retaining Optionee) or of Optionee, which rights are hereby expressly reserved by each, to terminate Optionee's Service at any time for any reason, with or without cause.

Definitions. All capitalized terms in this Notice shall have the meaning assigned to them in this Notice or in the attached Stock Option Agreement.

THE CANOPY GROUP, INC.

By: 

Title: President & CEO

  
OPTIONEE

Address: 4526 North Vintager Dr.  
PROVO UTAH 84604

ATTACHMENTS

Exhibit A - Stock Option Agreement

Exhibit B - Stock Purchase Agreement

Exhibit C - 2000 Stock Option Plan