

MINUTES OF BOARD OF DIRECTORS OF
THE CANOPY GROUP, INC.

March 15, 2004

Minutes of a Meeting of the Board of Directors of THE CANOPY GROUP, INC (the "Corporation"), held on March 15, 2004, at 2:00 p.m., in Lindon, Utah, at the corporate offices of the Corporation. Raymond J. Noorda, Lewena Noorda and Ralph J. Yarro constituting all of the Directors of the Corporation attended the meeting. Also present by invitation were Joyce Wiley, Darcy Mott, Brent Christensen and Terry Peterson.

The meeting was called to order by Raymond J. Noorda, Chairman of the Board, who presided over the meeting. Joyce Wiley, Secretary of the Corporation, kept the minutes of the meeting.

The Board began the meeting by reviewing the Board minutes for 2003, which were given to the Board members prior to the meeting. The Board then reviewed proposed resolutions amending the Corporation's 401(k) Plan and 125 Plan which were presented for review, and then signed by the Board members. Copies of the resolutions were given to the Board members.

The Board then discussed the make up of the Board of Directors for 2004. Consent resolutions signed by all shareholders of the Corporation were then presented for final signatures pursuant to which Raymond J. Noorda, Lewena Noorda and Ralph J. Yarro were elected as Directors of the Corporation for the current year.

Mr. Mott then made a financial presentation reviewing the Corporation's financial results for 2003, as well as employee compensation issues. Also discussed was the Corporation's assets, income, shareholder equity, employee stock option plan and bonus plan. The Board then discussed various alternatives for obtaining liquidation for the shareholders including dividends and stock repurchases.

The Board then discussed the Corporation's key man insurance policy on Mr. Noorda.

Mr. Mott then presented to the Board the Corporation's proposed 2004 budget. After full discussion, and upon motion duly made by Mr. Yarro and seconded by Mrs. Noorda, the following resolution was unanimously adopted:

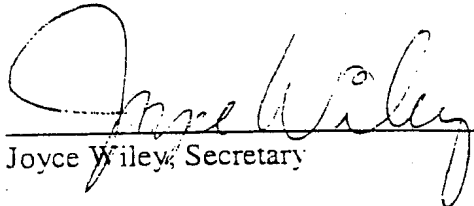
RESOLVED, that the 2004 budget for the Corporation as provided to the Board of Directors at the March 15, 2004 meeting, subject to such further changes as may be made subsequently by the Board, is hereby ratified and approved.

The Board then discussed the appointment of officers of the Corporation for 2014. After full discussion, and upon motion duly made by Mr. Yarro and seconded by Mrs. Noorda, the following officers were unanimously elected:

RESOLVED, that the following persons shall be and they hereby are appointed to serve as officers of the Corporation, in the positions indicated, until the next annual meeting of the Directors or until the successors of such officers are duly appointed:

President and Chief Executive Officer	Ralph J. Yarro
Vice President	Raymond J. Noorda
Vice President-Finance, Chief Financial Officer and Treasurer	Darcy Mott
Vice President-Legal, Corporate Counsel and Assistant Secretary	Brent Christensen
Corporate Controller and Secretary	Joyce Wiley

There being no further business, upon motion duly made and seconded and unanimously carried, the meeting was adjourned at 4:20 p.m.



Joyce Wiley, Secretary