

AT&T TECHNOLOGIES, INC.
Substitution Agreement

CONFIDENTIAL

The following agreements ("the prior agreements") are in effect between AT&T TECHNOLOGIES, INC., a New York corporation ("AT&T"), or an affiliate thereof, and INTERNATIONAL BUSINESS MACHINES CORPORATION, a New York corporation ("LICENSEE"):

1. January 1, 1982 Software Agreement, as Modified, Relating to UNIX* System V, Release 2.0 and other UNIX Operating Systems.
2. June 2, 1983 Supplemental Agreement (Customer Provisions) relating to UNIX System V, Release 2.0 and other UNIX Operating Systems.

Agreement Numbers SOFT-00015 and SUB-00015A----- between AT&T and LICENSEE ("the new agreements") are hereby substituted for the prior agreements. Accordingly, the rights and obligations of the parties under the prior agreements are terminated and replaced by the rights and obligations of the parties under the new agreements. No other agreements between the parties hereto are affected by this Agreement.

The following provision is applicable
 not applicable:

The discount percentage for the initial period pursuant to Agreement No. _____ is _____%, based on total per-copy fees of \$ _____ paid by LICENSEE under the prior Supplemental Agreement (Customer Provisions) listed above relating to UNIX* System III and/or UNIX System V.

INTERNATIONAL BUSINESS MACHINES CORPORATION

Accepted by:

AT&T TECHNOLOGIES, INC.

By [Signature] (Date) 2/1/85

By [Signature] (Date) 3-4-85

R. A. McDonald
(Type or print name)

O. L. WILSON
(Type or print name)

Customer Services Division
(Title)

Manager, Software Sales and Marketing
(Title)

*UNIX is a trademark of AT&T Bell Laboratories.