

**EXHIBIT C**  
**REVISED AGREEMENT**

**BOIES, SCHILLER & FLEXNER LLP**

401 EAST LAS OLAS BOULEVARD • SUITE 1200 • FORT LAUDERDALE, FL 33301 • 2211 • PH. 954.356.0011 • FAX 954.356.0022

Stuart H. Singer, Esq.  
E-mail: [ssinger@bsfillp.com](mailto:ssinger@bsfillp.com)

July 31, 2009

Mr. Darl McBride  
President & Chief Executive Officer  
THE SCO GROUP, INC.  
355 South 520 West, Suite 100  
Lindon, Utah 84042

Re: Engagement/Retention Agreement

Dear Darl,

This letter confirms the modification of the existing engagement between BOIES, SCHILLER & FLEXNER LLP ("BSF" or "Firm") and THE SCO GROUP, INC. That engagement is currently set forth in the letter agreement of October 31, 2004 ("Agreement"), and as approved by the U.S. Bankruptcy Court in approving our retention as special counsel on behalf of the Debtor.

Provided that an order converting SCO's bankruptcy into a Chapter 7 liquidation is not entered, BSF will drop its claim as a pre-petition creditor (an amount of approximately \$515,000), and SCO and BSF agree to modify the terms of the Agreement as follows:

1. BSF shall be entitled to a contingency fee on any Litigation Recovery as defined in the Agreement, without any deduction for legal fees previously paid under the Agreement.
2. For each Litigation Recovery, until the amount of the aggregate Litigation Recoveries exceeds the sum of \$100 million, the contingency payment shall be 15% of the amount of the Litigation Recovery.
3. For each Litigation Recovery, after the amount of the aggregate Litigation Recoveries exceeds the sum of \$100 million up to \$500 million, the contingency payment shall be 25% of the amount of the Litigation Recovery.
4. There shall be no contingency interest on Litigation Recoveries after the aggregate Litigation Recoveries reach the sum of \$500 million.

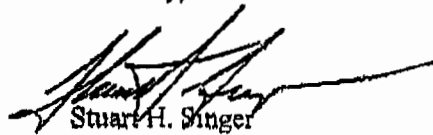
BOIES, SCHILLER & FLEXNER LLP

Mr. Darl McBride  
July 31, 2009  
Page 2 of 2

All other terms of the Agreement, including any applicable rights of the other law firms,  
remain in place.

Please confirm the foregoing as accurate by signing and returning a copy of this letter.


Sincerely,



Stuart H. Singer

SHS/th

ACCEPTED and AGREED:



Darl McBride, President and CEO  
THE SCO GROUP, Inc.

Dated: 8/6/09