

EXHIBIT 5C

NOVELL June 26, 2003

Via Telefacsimile (801) 765-1313 and certified mail

Darl McBride
President and Chief Executive Officer
The SCO Group
355 South 520 West
Lindon, UT 84042

Re: *Asset Purchase Agreement Between The Santa Cruz Operation, Inc. and
Novell, Inc., September 19, 1995*

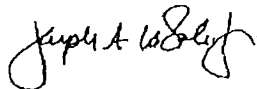
Dear Darl:

I write to address SCO's recent statements (to the press, in a securities filing, in your amended complaint in the IBM case, and in other materials) that SCO owns all of the intellectual property rights associated with UNIX and UnixWare. For example, your June 6 press release states that SCO owns "all rights to the UNIX and UnixWare technology," and the description of your "SCOSource" program on your Web site states that SCO owns "the patents, copyrights and core technology associated with the UNIX System."

SCO's statements are simply wrong. We acknowledge, as noted in our June 6 public statement, that Amendment No. 2 to the Asset Purchase Agreement appears to support a claim that Santa Cruz Operation had the right to acquire some copyrights from Novell. Upon closer scrutiny, however, Amendment No. 2 raises as many questions about copyright transfers as it answers. Indeed, what is most certainly *not* the case is that "any question of whether UNIX copyrights were transferred to SCO as part of the Asset Purchase Agreement was clarified in Amendment No. 2" (as SCO stated in its June 6 press release). And there is no indication whatsoever that SCO owns all the *patents* associated with UNIX or UnixWare.

We are still reviewing the Asset Purchase Agreement and other background materials to determine the actual scope of rights transferred to SCO. In the meantime, we wish to make clear that we do not agree with SCO's public statements on this matter.

Sincerely,



Joseph A. LaSala, Jr.
Sr. Vice President,
General Counsel and Secretary

