

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11 Cases
)	
The SCO GROUP, INC. <u>et al.</u> , ¹)	Case No. 07-11337 (KG)
)	(Jointly Administered)
Debtors.)	Re: Docket No. 138

**ORDER AUTHORIZING RETENTION OF PROFESSIONALS UTILIZED
IN THE ORDINARY COURSE OF BUSINESS PURSUANT TO
SECTIONS 327 AND 328 OF THE BANKRUPTCY CODE**

The SCO GROUP, INC. et al., debtors-in-possession herein (the "Debtors"), the Court having reviewed the Motion; the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A), (c) notice of this Motion was sufficient under the circumstances and no other or further notice is required (d) capitalized terms not otherwise defined herein have the meanings given to them in the Motion; and the Court having determined that the legal and factual basis set forth in the Motion establish just cause for the relief granted herein; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors and their estates; and after due deliberation and sufficient cause appearing therefore,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as modified herein.

¹ The last four digits of the taxpayer identification number for The SCO Group, Inc. is 2823. The last four digits of the taxpayer identification number for SCO Operations, Inc. is 7393. The address for both Debtors is 355 South 520 West, Lindon, Utah 84042.

2. Pursuant to sections 327 and 328 of the Bankruptcy Code, to the extent deemed necessary or appropriate by the Debtors, and subject to the procedures contained in this Order, the Debtors are authorized, but not directed, to employ the Ordinary Course Professionals, including but not limited to, those listed on Exhibit A attached hereto, in the ordinary course of their business, effective as of the date of the commencement of the Debtors' chapter 11 cases for such Ordinary Course Professionals that are listed on Exhibit A hereto or such later date as noted below.

3. Within thirty days of (i) the date the professional commenced providing post-petition services to the Debtors or (ii) the date this Order is entered, whichever is later, such entity that is identified as an Ordinary Course Professional retained by the Debtors to provide postpetition services pursuant to this Order shall file a retention affidavit in the form attached hereto as Exhibit B hereto with the Court setting forth any connections which the Ordinary Course Professionals have with parties in interest (the "Retention Affidavit"). No payment to any such Ordinary Course Professional shall be made until such professional has filed a Retention Affidavit and the objection period described below has expired.

4. The Debtors shall serve all Retention Affidavits, via first-class mail, on (i) counsel for the Debtors: (a) Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705 (Courier 19801), Attention: Laura Davis Jones, Esq.; and (b) Berger Singerman, P.A., 350 East Las Olas Blvd., Ste. 1000, Fort Lauderdale, FL 33301, Attention: Arthur J. Spector, Esq., (ii) Office of the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, (iii) counsel to any Official Committee of Unsecured Creditors appointed in these cases (subsequent to its appointment in

these cases), and (iv) all parties who have timely filed requests for notice under Bankruptcy Rule 2002 (collectively, the "Notice Parties"). The Notice Parties shall have twenty (20) days from the date of service of each Ordinary Course Professional Affidavit or such longer period to which the Debtors may consent (the "Objection Deadline") to object to the Debtors' employment and compensation of such Ordinary Course Professional. Any objecting party shall serve the objection upon each of the Notice Parties and the Ordinary Course Professional on or before the Objection Deadline. If the objection cannot be consensually resolved within ten days of its receipt by the Debtors, the objection shall be scheduled for a hearing before the Court at the next regularly scheduled hearing date or such other date otherwise agreeable to the parties thereto. If no objection is received from any of the Notice Parties by the Objection Deadline with respect to the Ordinary Course Professional, the Debtors shall be authorized to employ and compensate such Ordinary Course Professional in accordance with this Order, effective as of a date that is not more than (i) in the case of entities that were listed on Exhibit A hereto, September 14, 2007 and (ii) in the case of entities that are listed on supplements to Exhibit A filed after the date this Order is entered, not more than thirty days earlier than the date the Affidavit was filed.

5. Subject to the procedures contained in this Order, the Debtors may retain additional Ordinary Course Professionals from time to time during these cases as the need arises by filing a supplement to the attached Exhibit A which identifies a proposed Monthly Cap for such professional. Each Ordinary Course Professional listed on the supplement shall comply with the applicable provisions of this Order.

6. Upon (i) the passing of the Objection Deadline without the filing of an objection by a Notice Party or (ii) entry of an order authorizing the professional's employment,

the Debtors are authorized, but not directed, to pay compensation and reimburse expenses to each of the Ordinary Course Professionals in the customary manner in the full amount billed by each such professional (subject to the compensation caps approved by this Court) upon receipt of reasonably detailed invoices indicating the nature of the services rendered and calculated in accordance with such professional's standard billing practices (without prejudice to the Debtors' right to dispute any such invoices).

7. Payment of fees to each Ordinary Course Professional shall not to exceed the amounts identified on Exhibit A under the column titled "Monthly Cap" per month (the "Monthly Cap").

8. Any payments made in excess of the Monthly Cap shall be subject to the approval (the "OCP Fee Application") of the Court in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee. Such OCP Fee Application shall be filed for each month the Ordinary Course professional exceeds the Monthly Cap and shall be heard at the next omnibus hearing that is at least 20 days from the date the OCP Fee Application is filed.

9. The rights of the Debtors, or the rights of any other party with standing, to seek a further order of this Court increasing or decreasing the Monthly Cap prospectively are hereby reserved.

10. Twenty (20) days after the end of each calendar quarter (the first report's period shall be from the Petition Date to December 31, 2007), the Debtors will file a statement with the Court certifying the Debtors' compliance with the terms of the relief ordered herein,

which statement shall include the following information: (i) the name of each Ordinary Course Professional and the aggregate amount paid as compensation for services rendered and as reimbursement of expenses incurred by each Ordinary Course Professional during the preceding 90 days and (ii) a list of any additional Ordinary Course Professionals that are retained or utilized after the Petition Date and who are not listed on Exhibit A hereto (the "Quarterly Statement").


11. Each Quarterly Statement shall be served, by first-class mail, on the Notice Parties.

12. Unless otherwise indicated in the relevant retention application, this Order shall not apply to any professional retained by the Debtors pursuant to a separate order of this Court.

13. Nothing herein or in the Motion shall be deemed to constitute an assumption of an executory contract, whether under 11 U.S.C. §365 or otherwise.

14. The Court shall retain jurisdiction to enforce and implement the terms of this Order.

Dated: November 6, 2007
Wilmington, DE



The Honorable Kevin Gross
United States Bankruptcy Judge