

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. 110

ORDER GRANTING APPLICATION, PURSUANT TO 11 U.S.C. §§ 327(e), 328 AND 330, FOR APPROVAL OF EMPLOYMENT OF DORSEY & WHITNEY, LLP, AS SPECIAL COUNSEL TO THE DEBTORS NUNC PRO TUNC TO PETITION DATE

Upon the application (the "Application") of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"), seeking authorization to employ and retain Dorsey & Whitney ("Dorsey") as special counsel to the Debtors; and upon the *Declaration of Nolan S. Taylor in Support of Debtors' Application, Pursuant to 11 U.S.C. § 327(e), 328 and 330, for Approval of Employment of Dorsey & Whitney, LLP as Special Counsel to the Debtors Nunc Pro Tunc to the Petition Date* (the "Declaration") and the *Supplemental Declaration of Nolan S. Taylor in Support of Debtors' Application, Pursuant to 11 U.S.C. § 327(e), 328 and 330, for Approval of Employment of Dorsey & Whitney, LLP as Special Counsel to the Debtors Nunc Pro Tunc to the Petition Date* (the "Supplemental Declaration");² and the Court being satisfied, based on the representations made in the Application and the Declaration that Dorsey represents or holds no interests adverse to the Debtors or the Debtors' estates with respect to the matters upon

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 Capitalized undefined terms herein shall have the same meaning as set forth in the Application, the Declaration, and/or the Supplemental Declaration.

which it is to be engaged, and that employment of Dorsey is necessary and in the best interest of the Debtors and the Debtors' estates; and it appearing that the Court has jurisdiction to consider the Application; and it appearing that due notice of the Application has been given and no further notice need be given; and upon the proceedings before the Court; and after due deliberation and good sufficient cause appearing; it is so

ORDERED that the Application is granted as modified herein; and it is further

ORDERED that pursuant to section 327(c) of the Bankruptcy Code, the Debtors are authorized to employ and retain Dorsey as special counsel, effective *nunc pro tunc* to the Petition Date, on the terms set forth below; provided, however, that Dorsey is not being authorized to represent the Debtors in conducting their bankruptcy cases under the terms of this Order:

(a.) To advise and counsel the Debtors with respect to their responsibilities in complying with the requirements of regulatory authorities and general corporate matters;

(b.) To give advice with respect to continued compliance with securities matters, specifically with respect to the Debtors' continued compliance with the Securities Act of 1933 and the Securities and Exchange Act of 1934, including, without limitation, the preparation and filing of quarterly and annual reports required by federal law that will be necessary during the pendency of these cases;

(c.) To give advice with respect to general corporate governance, transactional, finance, labor and employment, and other related general outside counsel matters;

(d.) To advise the Debtors with regard to the three litigation and intellectual property matters referenced in paragraph 11 of the Taylor Declaration (appended to the Application); and

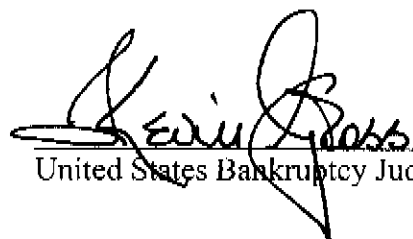
(e.) Incident to providing the services described in subparagraphs (a.) through (d.)

above, to communicate with and provide assistance to lead bankruptcy counsel; and it is further

ORDERED that, in its first noticed monthly fee application, Dorsey shall seek to and, if authorized pursuant to the applicable procedures relating to professional fee applications, may apply the Retainer to the Unbilled Claim, and thereafter, Dorsey shall apply the remainder of the Retainer to the first fees and expenses approved on an interim basis for payment pursuant to procedures in place relating to the allowance and payment of professional fees; and it is further

ORDERED that Dorsey shall file applications and be compensated in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and such other procedures as may be fixed by order of this Court; provided further, that in the event (i) Boies Schiller & Flexner LLP's ("BSF") employment by the Debtors is approved by this Court and (ii) BSF seeks reimbursement from the Debtors' estates for fees which it paid out-of-pocket for Dorsey's services in connection with the litigation matters referenced in (d.), *supra*, Dorsey agrees to provide time records relating to such services for this Court's review in connection with BSF's application for reimbursement. The foregoing is not intended to expand, contract, or otherwise modify the rights and obligations of either the Debtors or BSF under any agreements relating to the litigation matters. Similarly, the foregoing is not intended to affect Dorsey's rights to seek reimbursement of its expenses pursuant to applicable law and procedures relating to professional fee applications in connection with the litigation matters, said rights being expressly reserved.

Dated: Nov. 16 2007


United States Bankruptcy Judge