

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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

**ORDER APPROVING CERTAIN PROCEDURES FOR
THE SALE, TRANSFER OR ABANDONMENT OF DE MINIMIS ASSETS**

Upon the motion (the “Motion”)² Edward N. Cahn, Esq. (the “Chapter 11 Trustee” or “Trustee”), in his capacity as Chapter 11 Trustee for the above-captioned debtors (collectively, the “Debtors”) for entry of an order pursuant to sections 105, 363 and 554 of the Bankruptcy Code, approving certain procedures for the sale, transfer or abandonment of De Minimis Assets; and the Court finding that (a) it has jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and (c) proper notice of the Motion and the hearing thereon has been given and that no other or further notice is necessary; and the Court finding that the relief requested in the Motion is in the best interests of the Debtors and their estates; and after due deliberation, and good and sufficient cause appearing therefore,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as it relates to the requested Sale Procedures and Abandonment Procedures (each as defined below).

¹ The Debtors and the last four digits of each of the Debtors’ federal tax identification numbers are as follows: (a) The SCO Group, Inc., a Delaware corporation, Fed. Tax Id. #2823; and (b) SCO Operations, Inc., a Delaware corporation, Fed. Tax Id. #7393.

² Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Motion.

2. Pursuant to Bankruptcy Code section 363(b), the Debtors are authorized to sell or transfer the De Minimis Assets in accordance with the following procedures (the “Sale Procedures”). With regard to each Sale of De Minimis Assets in any individual transaction or series of related transactions to a single buyer or group of related buyers with a single or combined selling price³ equal to or less than \$25,000:

- (a) The Trustee shall be authorized to consummate such Sale without providing any notice to interested parties and without the need for any further authorization from this Court, so long as (i) the Trustee determines in the reasonable exercise of his business judgment that such Sale is in the best interests of the Debtors’ estates and otherwise complies with the Sale Procedures set forth herein;
- (b) Any such Sale of De Minimis Assets shall be free and clear of all Liens, with such Liens attaching to the Sale proceeds with the same validity, extent and priority as had attached to the De Minimis Assets immediately prior to such Sale;
- (c) To the extent any Sales are consummated, the Trustee shall provide a written report (the “Quarterly Report”) to the Court, the U.S. Trustee, the Debtors, and those parties requesting notice pursuant to Bankruptcy Rule 2002, no later than 30 days after the end of each calendar quarter beginning with the calendar quarter ending on March 31, 2010, describing the material terms of any Sales that were consummated during the preceding calendar quarter pursuant hereto and listing the names of the purchasing parties and the total consideration received by the Trustee from each Sale.

3. The Trustee is authorized pursuant to Bankruptcy Code section 554(a) to abandon De Minimis Assets in accordance with the following procedures (the “Abandonment Procedures”):

- (a) The Trustee shall provide written notice of the proposed abandonment (the “Abandonment Notice”) to the U.S. Trustee, the Debtors, and any creditor(s) known by the Trustee to assert a Lien on any of the De Minimis Asset(s) that are the subject of such Abandonment Notice (collectively, the “Notice Parties”);

³ For purposes of the Sale Procedures, the term “selling price” shall refer to the Trustee’s good faith estimate of the gross transaction value that the Trustee expects to realize from any proposed Sale.

- (b) The Abandonment Notice shall describe in reasonable detail the De Minimis Assets to be abandoned by the Trustee and the Trustee's reasons for such abandonment;
- (c) If no written objections from any of the Notice Parties are filed with the Court within five (5) business days after the date of receipt of such Abandonment Notice, then the Trustee shall be authorized to immediately proceed with the abandonment; and
- (d) If a written objection from any Notice Party is filed with the Court within five (5) business days after receipt of such Abandonment Notice, then the relevant De Minimis Asset shall only be abandoned by the Trustee upon either the consensual resolution of the objection by the parties in question or further order of the Court after notice and a hearing.

4. The 10-day stay under Bankruptcy Rule 6004(h), to the extent applicable, is hereby waived with respect to each Sale or Abandonment of De Minimis Assets.

5. The Trustee is hereby authorized to take all actions necessary or appropriate to effectuate the relief granted pursuant to this Order in accordance with the terms of the Motion, including (a) paying out of sale proceeds the reasonable and necessary fees and expenses incurred in connection with the Sale or Abandonment of De Minimis Assets (including, but not limited to, any commission fees payable to agents, auctioneers and liquidators) and (b) executing all documents and instruments that the Trustee deems necessary or appropriate to implement and effectuate the Sales.

6. The terms and conditions of this Order shall be immediately effective and enforceable upon entry of this Order.

7. This Court will retain jurisdiction regarding the interpretation or implementation of the terms of this Order.

Dated: December ____, 2009

The Honorable Kevin Gross
United States Bankruptcy Judge