

EXHIBIT B

PROPOSED ORDER

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

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

**ORDER GRANTING APPLICATION OF CHAPTER 11 TRUSTEE FOR ORDER
AUTHORIZING RETENTION AND EMPLOYMENT OF HATCH, JAMES AND
DODGE, P.C., AS SPECIAL LITIGATION COUNSEL PURSUANT TO 11 U.S.C.
§ 327(e), NUNC PRO TUNC TO AUGUST 25, 2009**

Upon consideration of the *Application of Chapter 11 Trustee for Order Authorizing Retention and Employment of Hatch, James and Dodge, P.C. as Special Litigation Counsel for the Debtors' Estates Pursuant to 11 U.S.C. §327(e), Nunc Pro Tunc to August 25, 2009* (the "Application")² seeking authorization to employ and retain Hatch, James and Dodge, P.C. ("Hatch James") as special counsel for the above-captioned Debtors' estates; and upon the *Declaration of Brent O. Hatch Pursuant to Fed. R. Bankr. P. 2014 and Local Rule 2014-*, in *Support of the Chapter 11 Trustee's Application for Order Authorizing Retention and Employment of Hatch, James and Dodge, P.C. as Special Litigation Counsel for the Debtors' Estates Pursuant to 11 U.S.C. §327(e), Nunc Pro Tunc to August 25, 2009* (the "Declaration"); and this Court being satisfied, based upon the representations made in the Application and the Declaration that Hatch James holds no interests adverse to the Debtors' estates with respect to the matters upon which it is to be engaged, and that employment of Hatch James is necessary and

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 Capitalized terms used herein but not defined herein shall have the meanings ascribed to such terms in the Motion

in the best interests of the Debtors' estates; and it appearing that this 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 this Court; and after due deliberation and good sufficient cause appearing therefore, it is hereby

ORDERED that the Application is GRANTED; and it is further

ORDERED that pursuant to Bankruptcy Code section 327(e), the Trustee is authorized to retain Hatch & James as special litigation counsel for the Debtors' estates, *nunc pro tunc* to August 25, 2009, on the terms set forth in the Application and the Declaration; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: December ____, 2009
Wilmington, DE

THE HONORABLE KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE