

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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

**INTERIM ORDER UNDER SECTION 366 OF THE BANKRUPTCY CODE  
(I) PROHIBITING UTILITY PROVIDERS FROM ALTERING, REFUSING  
OR DISCONTINUING SERVICE, (II) DEEMING UTILITIES ADEQUATELY  
ASSURED OF FUTURE PERFORMANCE, AND (III) ESTABLISHING  
PROCEDURES FOR DETERMINING ADEQUATE ASSURANCE OF PAYMENT**

This matter came before the Court on the Debtors' Motion For An Order Under Section 366 of The Bankruptcy Code (i) Prohibiting Utility Providers From Altering, Refusing Or Discontinuing Service, (ii) Deeming Utilities Adequately Assured Of Future Performance, And (iii) Establishing Procedures For Determining Adequate Assurance Of Payment (the "Motion").<sup>2</sup> The Motion was filed by the above-captioned debtors in possession (the "Debtors") and it shall be promptly served by the Debtors' counsel, together with a copy of this Interim Order, no later than three business days after entry of this Interim Order by way of postage prepaid, first class regular mail on each Utility Provider set forth on Exhibit A hereto and other interested parties. The Court finds that the relief requested in the Motion is in the best interest of the Debtors, their estates and creditors and other parties in interest and that, in light of the record

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<sup>1</sup> 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. The address for both Debtors is 355 South 520 West, Lindon, UT 84042.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings set forth in the Motion.

of the hearing on the Motion, the proposed Utility Deposits and the Procedures provided for by the Motion constitute adequate assurance of payment of the Utility Providers for their postpetition services. After due deliberation thereon and sufficient cause appearing therefor it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED on an interim basis pending a final hearing thereon, which is hereby scheduled for \_\_\_\_\_ a.m./p.m. on \_\_\_\_\_, 2007, with any objection to be filed and served, with a copy to Chambers, so as to be received on or before \_\_\_\_\_ a.m./p.m. on \_\_\_\_\_, 2007.
2. Within ten days after the date of entry of this Order, the Debtors shall furnish Utility Providers adequate assurance of payment for postpetition date services by making a deposit (a "Utility Deposit") equal to no more than 50% of the Debtors' estimated cost of its monthly utility consumption to each Utility Provider for the purpose of providing such Utility Provider with adequate assurance of payment of its postpetition date services to the Debtors.
3. Except in accordance with the procedures set forth below, absent further order of the Court, each Utility Provider is prohibited from (a) altering, refusing or discontinuing service to, or discriminating against the Debtors solely on the basis of the commencement of these cases or on account of any unpaid invoice for services provided before the Petition Date and (b) requiring the payment of any additional deposit or other security in connection with the Utility Providers' continued provision of utility services, including the furnishing of gas,

electricity, telephone or sanitation services, or any other utility service of like kind to the Debtors.

4. If a Utility Provider is not satisfied with the assurance of future payment provided by the Debtors in the Motion, then the Utility Provider must serve a written request (the "Request") upon the Debtors setting forth the location(s) for which Utility Services are provided, the account number(s) for such location(s), the outstanding balance for each account, a summary of the Debtors' payment history on each account, and an explanation of why the Utility Deposit is inadequate assurance of payment.

5. The Request must be actually received by Debtors' counsel, James O'Neill, Esquire, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17<sup>th</sup> Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705 (Courier 19801), and Arthur J. Spector, Esq., Berger Singerman, P.A., 350 East Las Olas Blvd., Ste. 1000, Fort Lauderdale, Florida 33301 within 45 days after the date of the order granting this Motion (the "Request Deadline").

6. Without further order of the Court, the Debtors may enter into agreements granting additional adequate assurance to a Utility Provider serving a timely Request, if the Debtors in their discretion determine that the Request is reasonable.

7. If the Debtors believe that a Request is unreasonable, the Debtors within 30 days after the Request Deadline date shall file a motion pursuant to section 366(c)(2) of the Bankruptcy Code (a "Determination Motion"), seeking a determination from the Court that the Utility Deposit paid to the objecting Utility Provider, plus any additional consideration offered by the Debtors, constitutes adequate assurance of payment. Pending notice and a hearing on the

Determination Motion, the Utility Provider that is the subject of the unresolved Request may not alter, refuse, or discontinue services to the Debtors nor recover or setoff against a prePetition Date deposit.

8. Any Utility Provider that fails to make a timely Request shall be deemed to be satisfied that the Utility Deposit supplies adequate assurance of payment.

9. The Debtors may supplement the list of Utility Providers on Exhibit A to the Motion. If the Debtors supplement the list subsequent to the filing of this Motion, the Debtors shall serve a copy of the Motion and this Order on any Utility Provider that is added to the list by such a supplement (the "Supplemental Service"). In addition, the Debtors will deposit 50% of the estimated cost of monthly utility consumption as a Utility Deposit for the added Utility Provider. Any subsequently added Utility Provider set forth on a supplement to Exhibit A to the Motion will fall within the scope of this Order from the date of the filing of the supplemental Exhibit A. Such an added Utility Provider shall have 30 days after the date of service of the Motion and the Order to make a Request. If such Request is made, the Debtors and the Utility Provider making the Request shall be bound by the Procedures set forth herein, as applicable.

10. The Debtors may terminate the services of any Utility Provider by providing written notice (a "Termination Notice"). Upon receipt of a Termination Notice by a Utility Provider, the Utility Provider shall immediately refund any Utility Deposit to the Debtors, without giving effect to any rights of setoff or any claims the Utility Provider may assert against the Debtors.

11. Nothing in this order shall be deemed to vacate or modify any other restrictions on the termination of service by a Utility Provider as provided by sections 362 and 365 of the Bankruptcy Code or other applicable law and nothing herein or in the Motion shall constitute postpetition assumption or adoption of any agreement pursuant to section 365 of the Bankruptcy Code, nor shall anything herein be deemed a waiver by the Debtors or any other party of any rights with respect to the assumption or rejection of an executory contract.

Dated: \_\_\_\_\_, 2007

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United States Bankruptcy Judge