

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

**ORDER UNDER SECTION 327(a) OF THE BANKRUPTCY CODE
AND RULE 2014 OF THE FEDERAL RULES OF BANKRUPTCY
PROCEDURE AND LOCAL RULE 2014-1 AUTHORIZING THE
EMPLOYMENT AND RETENTION OF PACHULSKI STANG
ZIEHL & JONES LLP AS BANKRUPTCY CO-COUNSEL FOR THE DEBTORS AND
DEBTORS IN POSSESSION NUNC PRO TUNC TO THE PETITION DATE**

Upon the application (the “Application”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), seeking authorization to employ and retain Pachulski Stang Ziehl & Jones LLP (“PSZJ” or the “Firm”) as counsel for the Debtors; and upon the (i) *Statement Under Rule 2016 of the Federal Rules of Bankruptcy Procedure and Section 329 of the Bankruptcy Code* (the “Statement”), and (ii) *Affidavit of Laura Davis Jones in Support of Application of the Debtors Pursuant to Section 327(a) of the Bankruptcy Code, Rule 2014 of the Federal Rules of Bankruptcy Procedure and Local Rule 2014-1 for Authorization to Employ and Retain Pachulski Stang Ziehl & Jones LLP as Bankruptcy Co-Counsel for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date* (the “Jones Affidavit”), which were

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, unless otherwise defined herein, shall have the meanings ascribed to them in the Application.

submitted concurrently with the Application; and the Court being satisfied, based on the representations made in the Application, the Statement and the Jones Affidavit that PSZJ represents or holds no interest adverse to the Debtors or the Debtors' estates with respect to the matters upon which it is to be engaged, and is disinterested as that term is defined under section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and that the employment of PSZJ is necessary and in the best interests 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 and sufficient cause appearing; it is

ORDERED that the Application is granted; and it is further

ORDERED that pursuant to section 327(a) of the Bankruptcy Code, the Debtors are authorized to employ and retain the Firm as bankruptcy co-counsel, effective *nunc pro tunc* to the Petition Date, on the terms set forth in the Application, the Statement and the Jones Affidavit; and it is further

ORDERED that the Firm 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.

Dated: _____, 2007

United States Bankruptcy Judge