

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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

**DECLARATION OF JEAN ACHESON IN SUPPORT OF DEBTORS' RESPONSE TO  
NOVELL, INC.'S MOTION FOR ORDER DIRECTING THE DEBTORS TO REMIT  
UNDISPUTED FUTURE SVRX ROYALTIES TO NOVELL UPON RECEIPT**

Jean Acheson declares as follows:

1. I am over the age of 18 years and am competent to give this testimony.
2. I am the controller of The SCO Group, Inc., and the controller of SCO Operations, Inc.
3. I have been employed by The SCO Group, Inc. since its purchase of the UNIX product line in 2001 and before that worked for its predecessor, The Santa Cruz Operation from 1995 to 2001. I am familiar with the matters about which I testify herein.
4. From even before the inception of The SCO Group, Inc., Novell, Inc. and The SCO Group, Inc.'s predecessor, The Santa Cruz Operation, Inc. ("Santa Cruz"), had a verbal agreement and course of dealing whereby, notwithstanding the terms of the Asset Purchase Agreement ("APA") between Novell, Inc. and Santa Cruz, the Debtors (and their predecessor in interest) would net their 5% administrative fee provided for under the APA and the third-party royalties against the undisputed royalties due to Novell under the APA.
5. In October 2003, this course of dealing came to an end.

6. Since that time, the Debtors have repaid Novell all of the undisputed royalties on a timely basis, but Novell has failed to ever repay the Debtors the 5% administrative fees due to the Debtors under section 4.16(a) of the APA.

7. As a result of Novell's failure to remit the 5% administrative fee and the third-party royalty reimbursement, the Debtors have been required to come out of pocket to repay third-party royalties.

8. To repay itself, the Debtors have set off against the undisputed royalties the 5% administrative fee and the third-party royalty fees once sufficient royalties were accumulated to do so.

9. This course of dealing has lasted for approximately the last four years.

10. I am preparing for payment to Novell the next royalty check for delivery by November 1, 2007.

11. This concludes my declaration.

I declare under penalty of perjury that the foregoing is true and correct. Executed on October 26, 2007.

  
Jean Acheson