

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.)
Ref. Docket Nos. _____

**ORDER (I) APPROVING THE DISCLOSURE STATEMENT;
(II) SCHEDULING THE CONFIRMATION HEARING; (III) APPROVING
FORM AND CONTENTS OF SOLICITATION PACKAGE; (IV) APPROVING
FORM AND MANNER OF NOTICE OF THE CONFIRMATION HEARING;
(V) ESTABLISHING RECORD DATE AND APPROVING PROCEDURES FOR
DISTRIBUTION OF SOLICITATION PACKAGES; (VI) APPROVING FORM
OF BALLOT; (VII) ESTABLISHING A VOTING DEADLINE FOR RECEIPT
OF BALLOTS; (VIII) APPROVING PROCEDURES FOR VOTE
TABULATIONS; (IX) ESTABLISHING DEADLINE AND
PROCEDURES FOR FILING OBJECTIONS TO CONFIRMATION
OF THE PLAN; AND (X) GRANTING RELATED RELIEF**

This matter coming before the Court on the *Disclosure Statement in Connection with Debtors' Amended Joint Plan of Reorganization* [Docket No. 655] and the *Debtors' Motion for an Order (I) Scheduling the Confirmation Hearing; (II) Approving the Form and Contents of the Debtors' Proposed Solicitation Package Relating to the Plan and the Accompanying Disclosure Statement; (III) Approving the Form and Manner of Notice of the Confirmation Hearing; (IV) Establishing a Record Date and Approving Procedures for Distributing Solicitation Packages; (V) Approving the Forms of Ballots; (VI) Establishing a Voting Deadline for the Receipt of Ballots; (VII) Approving Procedures for Tabulating Acceptances and Rejections of the Plan; (VIII) Establishing the Deadline and Procedures for Filing Objections to Confirmation of the Plan; and (IX) Granting Related Relief* (the "Motion") filed by the above-captioned debtors 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.

debtors in possession (collectively, the “Debtors”); and after considering objections to the Motion, if any; and upon the record and after due deliberation thereon; and the Court finding that proper and adequate notice of the hearing on approval of the Disclosure Statement and of the Motion has been given to all parties in interest, and no other or further notice or hearing being necessary; and after due deliberation and sufficient cause appearing therefor; IT IS HEREBY FOUND, ORDERED AND ADJUDGED as follows:²

1. The Motion is GRANTED as provided herein.

Approval of Disclosure Statement

2. The *Disclosure Statement in Connection With Debtors’ Amended Joint Plan of Reorganization*, as may be amended and modified to incorporate modifications or supplemented from time to time (the “Disclosure Statement”) contains “adequate information” within the meaning of section 1125 of the Bankruptcy Code regarding the *Debtors’ Amended Joint Plan of Reorganization*. Therefore, the Disclosure Statement is approved pursuant to 11 U.S.C. § 1125(b) and Fed. R. Bankr. P. 3017(b).

3. All objections to the adequacy of the Disclosure Statement, if any, are, to the extent not consensually resolved as set forth herein, OVERRULED in their entirety.

Confirmation Hearing

4. The hearing to consider confirmation of the Plan shall commence on _____, 2009 at 10:00 a.m. (Prevailing Eastern Time) (the “Confirmation Hearing”). The Confirmation Hearing may be continued from time to time by announcing such continuance in open court or otherwise, all without further notice to parties in interest, and the Plan may be modified, if necessary, pursuant to section 1127 of the Bankruptcy Code, prior to, during, or as a result of, the Confirmation Hearing, without further notice to interested parties.

² Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. Fed. R. Bank. P. 7052.

Approval of Solicitation Packages

5. The Debtors shall transmit, or cause to be transmitted, no later than _____, 2009 by first class, United States mail (or by international courier if the addresses are not located in the United States), to holders of claims in Classes 3, 3A and 4, as well as equity interests in Class 5, the only classes entitled to vote to accept or reject the Plan, as of the Record Date (defined in paragraph 9 below): (a) written notice in substantially the form attached to the Motion as Exhibit A of: (i) the Court's approval of the Disclosure Statement, (ii) the commencement date of the Confirmation Hearing; (iii) the deadline and procedures for filing objections to confirmation of the Plan, (iv) the deadline for receipt of ballots to accept or reject the Plan, and (v) claims voting procedures (the "Confirmation Hearing Notice"); (b) the Disclosure Statement (together with the exhibits thereto, including the Plan, that have been filed with the Court before the date of the mailing) in pdf format on cd-rom or in hard copy; and (c) the applicable form of ballot attached as Exhibit B to the Motion (the "Ballot") and a Ballot return envelope (collectively, the "Solicitation Package"). The Solicitation Package and the manner of service of the Solicitation Package satisfies the requirements of Bankruptcy Rule 3017(d).

6. Pursuant to Bankruptcy Rule 3017(d), the Debtors are not required to transmit a Solicitation Package to the Accepting Non-Voting Classes. The Debtors shall transmit or cause to be transmitted no later than _____, 2009, by first class, United States mail (or by international courier if the addresses are not located in the United States), to each holder of claims in the Non-Voting Classes, at its address to which notices are required to be sent pursuant to Bankruptcy Rule 2002(g), a notice substantially in the form attached to the Motion as Exhibit C (the "Non-Voting Class Notice"), which sets forth: (i) the Non-Voting Classes; (ii) a summary of the Plan; (iii) the date and time of the Confirmation Hearing; and (iv) the deadline and

procedures for filing objections to the Plan. The Non-Voting Class Notice will indicate that Accepting Non-Voting Classes are entitled to receive a copy of the Plan and Disclosure Statement, in electronic format unless specifically requested otherwise, at the expense of the Debtors upon request. The Non-Voting Class Notice shall be deemed a summary of the Plan for purposes of compliance with Bankruptcy Rule 3017(d).

Approval of Form and Manner of Notice of the Confirmation Hearing

7. The Confirmation Hearing Notice, in substantially the form attached to the Motion as Exhibit A is approved. As set forth above, the Confirmation Hearing Notice shall be included as part of the Solicitation Package and sent via regular mail to all creditors and parties in interest entitled to vote on the Plan.

Record Date and Approval of Procedures for Distribution of Solicitation Packages

8. February 25, 2009, or within two days thereof, either before or after, depending on the data received by the Debtors from Computershare Trust Company, Inc. and/or Broadridge, shall be the record date (the "Record Date") for purposes of determining which parties are entitled to receive the Solicitation Packages or the Non-Voting Class Notice and, where applicable, vote on the Plan (the "Record Date"); *provided, however*, that with respect to transfers of interests filed pursuant to Bankruptcy Rule 3001, the holder of an interest(s) as of the Record Date shall be the transferor of such interest(s) unless the documentation evidencing such transfer was docketed by the Bankruptcy Court on or before 20 days prior to the Record Date and no timely objection with respect to such transfer was filed by the transferor.

9. Epiq Bankruptcy Solutions, LLC ("Epiq" or "Solicitation Agent") shall serve the Solicitation Package and notices regarding the Confirmation Hearing, inspect, monitor and supervise the solicitation process, serve as the tabulator of the ballots and certify to the Court the results of the balloting.

10. The Debtors shall forward the data containing the names and addresses of holders of Class 5 Equity Security Interests as of the Record Date to the Solicitation Agent.

11. The Solicitation Agent shall transmit, via First-Class U.S. Mail, the Solicitation Package to: (i) each such holder of Class 5 Equity Security Interests; as well as (ii) each Holder of a Class 3, 3A or 4 claim. Each holder of an Allowed Claims in Classes 3, 3A and 4 as well as Holders of Allowed Equity Interests in Class 5, must return a properly executed Ballot so that it is actually received by the Solicitation Agent prior to the Voting Deadline.

12. The Debtors and/or the Solicitation Agent, as applicable, are permitted to dispense with the mailing of Solicitation Packages or Non-Voting Class Notices to addresses and entities to which the notice of the Disclosure Statement hearing was returned by the United States Postal Service. The Debtors and/or the Solicitation Agent are further relieved of any obligation to attempt to locate the correct address and resend prior to the Voting Deadline the Solicitation Packages or the Non-Voting Class Notice that are returned as undeliverable.

13. In cases where a party has executed a Ballot in accordance with the terms of this Order, and has indicated corrections or updates to the mailing address used in the service of the Solicitation Package, either physically on the face of the Ballot or otherwise separately enclosed with the Ballot, the corrected or updated mailing address shall be used to reflect the mailing address of the creditor and/or interest holder on the official docket of Claims against the Debtors.

Approval of Forms of Ballots

14. The Ballot, substantially in the form attached to the Motion as Exhibit B is approved.

Deadline for Receipt of Ballots

15. Unless extended by the Debtors or their counsel in writing, Ballots accepting or rejecting the Plan must be received on or before _____, 2009 at 4:00 p.m. (Prevailing Eastern Time) (the “Voting Deadline”), to The SCO Group, Inc. Ballot Processing c/o Epiq Bankruptcy Solutions, LLC at the following address: (i) if via first class mail, FDR Station, P.O. Box 5012, New York, N 10150-5012; or (ii) if via hand delivery or overnight mail, 757 Third Avenue, 3rd Floor, New York, NY 10017.

16. Ballots received via facsimile, electronic mail or other electronic transmission will not be counted unless approved by the Debtors.

Procedures for Vote Tabulation

17. Votes may not be changed after the Voting Deadline unless the Court, for cause, permits such change after notice and hearing pursuant to Bankruptcy Rule 3018(a).

18. Ballots must be properly executed and counted. Any Ballot that is illegible or contains insufficient information to permit the identification of the holder of a Class 3, 3A or 4 Claim or Class 5 Equity Interest will not be counted. Ballots shall be counted as to amount of interest(s) only on the following basis:

- a. Ballots cast by Holders of Class 3, 3A or 4 Claims or Class 5 Equity Interests in SCO Group whose interests are:
 1. not the subject of an objection filed on or before _____, 2009 at 4:00 p.m. prevailing Eastern time (the “Voting Objection Deadline”) unless allowed for voting purposes by order of the Court; or
 2. in the list, as of the Record Date, provided by Computershare.

19. If a holder of a Class 3, 3A or 4 Claim or Class 5 Equity Interest casts a Ballot with respect to an interest that is the subject of an objection filed on or before the Voting Objection Deadline, the holder’s Ballot will not be counted, unless such interest is temporarily

allowed by the Court for voting purposes, pursuant to Bankruptcy Rule 3018(a). If an objection to a claim or interest requests that such interest be allowed in a fixed, reduced amount, such holder's ballot shall be counted in such reduced amount.

20. Holders of Class 3, 3A or 4 Claims or Class 5 Equity Interests seeking to have an interest temporarily allowed for purposes of voting to accept or reject the Plan pursuant to Bankruptcy Rule 3018(a) must file a motion seeking such relief no later than _____, 2009. The Court will schedule a hearing on such motion for a date on or prior to the Confirmation Hearing.

21. The following voting procedures and standard assumptions shall be used in tabulating the Ballots:

- a. Ballots that partially reject and partially accept the Plan will not be counted.
- b. Ballots that fail to indicate an acceptance or rejection of the Plan, or that indicate both acceptance and rejection of the Plan, but which are otherwise properly executed and received prior to the Voting Deadline, will not be counted.
- c. Only Ballots that are timely received with original signatures will be counted. Unsigned Ballots, or Ballots that are illegible or contain insufficient information to permit the identification of the holder of an equity interest, will not be counted.
- d. Ballots postmarked prior to the Voting Deadline, but received after the Voting Deadline, will not be counted. Facsimile Ballots, or Ballots submitted via email or other electronic transmission, will not be counted unless the Class 3, 3A or 4 creditor or Class 5 equity interest holder receives the consent of the Debtors to submit its Ballot by facsimile.
- e. Whenever a Class 3, 3A or 4 creditor or Class 5 equity interest holder casts more than one Ballot voting the same interest(s) prior to the Voting Deadline, the last Ballot received prior to the Voting Deadline shall be deemed to reflect the voter's intent and supersede any prior Ballots.
- f. If a Class 3, 3A or 4 creditor or Class 5 equity interest holder simultaneously casts inconsistent Ballots, such Ballots shall not be counted.

- g. Each holder of Class 5 equity interest(s) having submitted a properly executed and timely Ballot, shall be deemed to have voted the full amount of its interest(s). Unless otherwise ordered by the Court, questions as to the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawal of Ballots shall be determined by the Solicitation Agent and the Debtors, which determination shall be final and binding.

**Deadline and Procedures for Filing
Objections to Confirmation of the Plan**

22. All objections to confirmation of the Plan, including any supporting memoranda, must be in writing, be filed with the Clerk of the United States Bankruptcy Court for the District of Delaware, Third Floor, 824 Market Street, Wilmington, Delaware 19801 together with proof of service, and shall (a) state the name and address of the objecting party and the amount of its Claim or the nature of its interest in the Debtors' chapter 11 cases, (b) state with particularity the provision or provisions of the Plan objected to and, for any objection asserted, the legal and factual basis for such objection and (c) be served upon the following parties (the "Notice Parties") so as to be received on or before _____, 2009 at 4:00 p.m. (Prevailing Eastern Time) (the "Plan Objection Deadline"): (i) co-counsel to the Debtors, Berger Singerman, P.A., 350 East Las Olas Blvd., Ste. 1000, Fort Lauderdale, FL 33301 (Attn: Arthur J. Spector, Esq.) and Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, DE 19899 (Attn: Laura Davis Jones, Esq., James E. O'Neill, Esq. and Kathleen P. Makowski, Esq.), and (ii) the Office of the United States Trustee, J. Caleb Boggs Federal Building, 844 King Street, Suite 2313, Lockbox 35, Wilmington, DE 19801 (Attention: Joseph McMahon, Esq.).

23. All objections not timely filed and served in accordance with the provisions of this Order are hereby deemed waived and will not be considered by this Court.

24. The Debtors and any other party supporting the Plan, shall be afforded an opportunity to file a response to any objection to confirmation of the Plan.

25. Prior to mailing the Disclosure Statement, Solicitation Packages or the Non-Voting Class Notice, the Debtors may fill in any missing dates and other information, correct any typographical errors and make such other non-material, non-substantive changes as they deem necessary.

26. The Solicitation Agent is authorized to retain and pay necessary service providers, subject to prior approval from the Debtors, and to obtain reimbursement from the Debtors for any such payments at cost.

27. The Debtors and the Solicitation Agent are authorized and empowered to take such steps, expend such monies, and perform such acts as may be necessary to implement and effectuate the terms of this Order.

28. This Court retains jurisdiction over any and all matters arising out of or related to the interpretation or implementation of this Order.

Dated: _____, 2009

Honorable Kevin Gross
United States Bankruptcy Judge