

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

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In re	:	
The SCO GROUP, INC., <i>et al.</i> , <sup>1</sup>	:	Case No. 07-11337 (KG)
	:	
	:	(Jointly Administered)
Debtors.	:	
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		Re Dkt No. 1033

**ORDER (1) CONFIRMING THAT CERTAIN STOCK OPTIONS GRANTED POST-PETITION WERE AWARDED IN THE ORDINARY COURSE OF THE DEBTORS' BUSINESS (2) AUTHORIZING THE TRUSTEE TO HONOR CERTAIN STOCK OPTIONS EXERCISED IN ACCORDANCE WITH THE DEBTORS' BOOKS AND RECORDS (3) CONFIRMING NOTICE AS GIVEN IS SUFFICIENT AND  
(4) GRANTING RELATED RELIEF**

Upon the motion (the "Motion")<sup>2</sup> of Edward N. Cahn, Esq. (the "Chapter 11 Trustee" or "Trustee"), in his capacity as Chapter 11 Trustee for the above-captioned debtors (collectively, the "Debtors") for entry of an order (1) confirming that certain stock options granted to the Debtors' board of directors post-petition were awarded in the ordinary course of business, (2) authorizing the Trustee to honor any post-petition stock options properly exercised by the board members according to the Debtors' books and records, (3) confirming notice of this motion, as given, is sufficient, and (4) granting such other relief as is just and proper; and the Court finding that (a) it has jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and (c) proper notice of the

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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.

<sup>2</sup> Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Motion.

Motion and the hearing thereon has been given and that no other or further notice is necessary; and the Court finding that the relief requested in the Motion is in the best interests of the Debtors and their estates; and after due deliberation, and good and sufficient cause appearing therefore,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The grants of Options that were awarded to the Debtors' board of directors post-petition were awarded in the ordinary course of business.
3. The Trustee is authorized to honor any post-petition Options properly exercised by the Debtors' directors according to the Debtors' books and records.
4. The Trustee has not assumed any of the Debtors' pre-petition stock option plans or stock option agreements through the relief granted in this Order. The Trustee retains authority to reject any such plans or agreements in the future.
5. Notice, as given in the Motion, is sufficient. No further notice to the stockholders is required.
6. The terms and conditions of this Order shall be immediately effective and enforceable upon entry of this Order.
7. This Court shall retain jurisdiction regarding the interpretation or implementation of the terms of this Order.

Dated: JANUARY 25 2010

  
The Honorable Kevin Gross  
United States Bankruptcy Judge