

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
The SCO GROUP, INC., <u>et al.</u> , ¹)	Case No. 07-11337 (KG)
)	(Jointly Administered)
Debtors.)	Related Docket No. 115

CERTIFICATION OF COUNSEL REGARDING ORDER GRANTING DEBTORS' APPLICATION, PURSUANT TO 11 U.S.C. §§327(e), 328 AND 330, FOR APPROVAL OF EMPLOYMENT OF BOIES, SCHILLER & FLEXNER LLP, AS SPECIAL LITIGATION COUNSEL TO THE DEBTORS NUNC PRO TUNC TO PETITION DATE

Counsel for the above-captioned debtors and debtors in possession (the "Debtors") hereby states as follows:

1. On October 12, 2007, the Debtors filed the *Debtors' Application, Pursuant to 11 U.S.C. §§ 327(e), 328 and 330, for Approval of Employment of Boies, Schiller & Flexner LLP as Special Litigation Counsel to the Debtors Nunc Pro Tunc to Petition Date* (Docket No. 115) (the "Application").

2. On November 2, 2007, the Office of the United States Trustee filed the *Objection of the United States Trustee to the Debtors' Application, Pursuant to 11 U.S.C. §§ 327(e), 328 and 330, for Approval of Employment of Boies, Schiller & Flexner LLP as Special Litigation Counsel to the Debtors Nunc Pro Tunc to the Petition Date* (Docket No. 181) (the "Response").

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.

3. On December 5, 2007, Boies, Schiller & Flexner LLP (“BSF”) filed the *Supplemental Declaration of Stuart H. Singer, on Behalf of Boies, Schiller & Flexner LLP, as Proposed Special Litigation Counsel for the Debtors, Nunc Pro Tunc to the Petition Date* (Docket No. 261) (the “Supplemental Declaration”), attached hereto as Exhibit A.

4. Furthermore, the Debtors, BSF, and the UST were able to agree upon a proposed form of order regarding the Application. The changes to the proposed form of order and the Supplemental Declaration resolved the Response.

5. Attached hereto as Exhibit B is a proposed *Order Granting Debtors’ Application, Pursuant to 11 U.S.C. §§327(e), 328 and 330, for Approval of Employment of Boies, Schiller & Flexner LLP, as Special Litigation Counsel to the Debtors Nunc Pro Tunc to Petition Date* (the “Proposed Order”). Attached hereto as Exhibit C is a blackline version of the Proposed Order reflecting changes to the proposed order filed with the Application.

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6. The Debtors request that the Court enter the Proposed Order at the Court's earliest convenience.

Dated: December 5, 2007

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