

**RESOLUTIONS OF THE  
BOARD OF DIRECTORS OF  
SCO OPERATIONS, INC.**

**September 13, 2007**

WHEREAS, the Board of Directors of SCO Operations, Inc. (the "Corporation"), upon recommendation of the officers of the Corporation, and upon the recommendation of the Corporation's professional advisors, has determined that it is desirable, fair, reasonable, and in the best interest of the Corporation and the Corporation's creditors, stockholders and other interested parties for the Corporation to file a petition seeking relief under the provisions of Chapter 11 of Title 11, United States Code (the "Bankruptcy Code").

NOW, THEREFORE, BE IT

**Filing and Prosecution of Bankruptcy Case**

RESOLVED, that it is desirable and in the best interest of the Corporation and its creditors, stockholders, and other interested parties to authorize the Chief Executive Officer and President, the Chief Financial Officer, and the General Counsel and Corporate Secretary, or any of them, to cause to be filed a petition in the name of the Corporation (the "Chapter 11 Petition") seeking relief under the provisions of Chapter 11 of the Bankruptcy Code; and it is further

RESOLVED, that the Chief Executive Officer and President, the Chief Financial Officer, and the General Counsel and Corporate Secretary be, and each hereby is, authorized and directed to execute the Chapter 11 Petition and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), in such form and at such time as such officer(s) shall determine; and it is further

RESOLVED, that the Chief Executive Officer and President, the Chief Financial Officer, and the General Counsel and Corporate Secretary, or such other officer(s) of the Corporation as they shall from time to time designate (each, an "Authorized Officer"), be, and each hereby is, authorized and directed to take all actions necessary to restructure the financial affairs of the Corporation, including causing to be filed in the bankruptcy proceedings a Disclosure Statement and a Plan of Reorganization (the "Plan"), and to seek confirmation of the Plan by the Bankruptcy Court, with such amendments as may be required by the Bankruptcy Court; and it is further

RESOLVED, that the Authorized Officers be, and each hereby is, authorized to execute and file (or direct others to do so on behalf of the Corporation as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in connection therewith, to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they deem necessary and proper in connection with the Chapter 11 case.

