

**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.

Employment of Professionals

RESOLVED, that the law firm of Berger Singerman P.A. be, and hereby is, employed under general retainer as bankruptcy counsel for the Corporation in the Chapter 11 case, and the Authorized Officers of the Corporation are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of a Chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Berger Singerman P.A.; and it is further

RESOLVED, that the law firm of Dorsey & Whitney LLP be, and hereby is, employed as special counsel for the Corporation in the Chapter 11 case, and the Authorized Officers of the Corporation are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of a Chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Dorsey & Whitney LLP; and it is further

RESOLVED, that the law firm of Pachulski Stang Ziehl & Jones LLP be, and hereby is, employed as local bankruptcy counsel for the Corporation in the Chapter 11 case, and the Authorized Officers of the Corporation are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of a Chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Pachulski Stang Ziehl & Jones LLP; and it is further

RESOLVED, that, if the Authorized Officers elect, the board of directors approves the engagement of either the firm of Mesirow Financial ("Mesirow") or Tatum or another person or firm as the financial advisor for the Corporation in the Chapter 11 case, and the Authorized Officers of the Corporation are hereby authorized and directed to determine which firm to engage or to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of a Chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Mesirow or Tatum, as applicable; and it is further

RESOLVED, that, if the Authorized Officers elect, the board of directors approves the engagement of the firm of Epiq Systems, Inc. ("Epiq") as the claims agent for the Corporation in the Chapter 11 case, and the Authorized Officers of the Corporation are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of a Chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Epiq; and it is further

RESOLVED, that the Authorized Officers of the Corporation be, and they hereby are, authorized and directed to employ any other firm as professionals or consultants to the Corporation as are deemed necessary to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code and, in connection therewith, the Authorized Officers of the Corporation are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of a Chapter 11 case and cause to

be filed an appropriate application for authority to retain the services of such firm; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Officer to seek relief under Chapter 11 of the Bankruptcy Code or in connection with the Chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and it is further

General Authorizing, Resolutions


RESOLVED, that the Authorized Officers be, and each of them, with full authority to act without the others, hereby is authorized and directed, in the name of and on behalf of the Corporation, under the Corporation's corporate seal or otherwise, to make, enter into, execute, deliver and file any and all other or further agreements, documents, certificates, materials and instruments, to disburse funds of the Corporation, to take or cause to be taken any and all other actions, and to incur all such fees and expenses as any such officer deems to be necessary, appropriate or advisable to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder and/or to successfully complete a Chapter 11 case, the taking of any such action to constitute conclusive evidence of the exercise of such discretionary authority; and it is further

RESOLVED, that all authorized acts, transactions, or agreements undertaken prior to the adoption of these resolutions by any officer of the Corporation on behalf of the Corporation in connection with the foregoing matters are hereby authorized, approved, ratified, confirmed and adopted as the acts of the Corporation; and it is further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized, empowered and directed to certify and attest any documents or materials which they deem necessary, desirable or appropriate to consummate the transactions contemplated by the foregoing resolutions, without the necessity of the signature or attestation of any other officer or the affixing of any seal of the Corporation.

The undersigned hereby certifies that the foregoing resolutions were duly adopted by the Board of Directors of the Corporation at a meeting of the Board of Directors held September 13, 2007.

Dated: September 13, 2007

By: 
Michael P. Olson, Corporate Secretary