

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

-----	:	Chapter 11
In re	:	
	:	
The SCO GROUP, INC., <i>et al.</i> , ¹	:	Case No. 07-11337 (KG)
	:	(Jointly Administered)
	:	
Debtors.	:	Re Dkt No. 935, 936
-----	:	

**CERTIFICATION OF COUNSEL REGARDING MOTION OF CHAPTER 11
TRUSTEE TO FILE UNDER SEAL EXHIBIT A TO THE TRUSTEE'S
MOTION, PURSUANT TO 11 U.S.C. § 105(a) AND FED. R. BANKR. P. 9019,
FOR APPROVAL OF SETTLEMENT AGREEMENT WITH AUTOZONE**

The undersigned hereby certifies as follows:

1. On October 22, 2009, The Chapter 11 Trustee filed (a) **Motion of Chapter 11 Trustee to File under Seal Exhibit A to the Trustee's Motion, Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 9019, for Approval of Settlement Agreement with AutoZone** (the "Seal Motion") [Docket No. 936] and (b) **Motion of Chapter 11 Trustee, Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 9019, for Approval of Settlement Agreement with AutoZone** (the "9019 Motion") [Docket No. 935], with the United States Bankruptcy Court for the District of Delaware (this "Court").

2. The deadline to object or respond to the Seal Motion and the 9019 Motion, respectively, was November 10, 2009 at 4:00 p.m. ET (extended indefinitely for the Office of the U.S. Trustee (the "UST") with respect to the Seal Motion). A hearing with respect to the Seal Motion and the 9019 Motion was held on November 20, 2009 at 2:00 p.m. No objections to the 9019 Motion were raised in connection with such hearing.

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. As a result of informal negotiations among the Chapter 11 Trustee, the UST and AutoZone, the parties have successfully negotiated a revised form of order with respect to the Seal Motion (the “Proposed Order”). A copy of the Proposed Order is attached hereto as Exhibit 1. For this Court’s convenience, a redline of the Proposed Order is also attached hereto as Exhibit 2. The order approving the uncontested 9019 Motion is attached hereto as Exhibit 3 (the “9019 Order”).

4. Accordingly, the Chapter 11 Trustee respectfully requests that this Court enter the Proposed Order and the 9019 Order attached hereto.

Dated: December 1, 2009

BLANK ROME LLP

/s/ Bonnie Glantz Fatell

Bonnie Glantz Fatell (No. 3809)

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Counsel for Edward N. Cahn, Chapter 11 Trustee to
the SCO Group, Inc. et al.

EXHIBIT 1

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

-----	:	Chapter 11
	:	
The SCO GROUP, INC., <i>et al.</i> , ¹	:	Case No. 07-11337 (KG)
	:	(Jointly Administered)
Debtors.	:	
-----	:	Re: Dkt No. 936

**ORDER GRANTING MOTION OF CHAPTER 11 TRUSTEE TO FILE UNDER
SEAL EXHIBIT A TO THE TRUSTEE'S MOTION, PURSUANT 11 U.S.C. §
105(A) AND FED. R. BANKR. P. 9019, FOR APPROVAL OF A SETTLEMENT
AGREEMENT WITH AUTOZONE**

This matter having come before this Court on the *Motion of Chapter 11 Trustee to File Under Seal Exhibit A to the Trustee's Motion, Pursuant to 11 U.S.C. §§ 105(a) and Fed. R. Bankr. P. 9019, for Approval of a Settlement Agreement with AutoZone* (the "Motion to Seal")²; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that the Motion to Seal is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and the Motion to Seal is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the due notice of the Motion to Seal has been given and that no other or further notice need be given; and after due deliberation and sufficient cause appearing therefore,

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.

² Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Motion to Seal.

IT IS HEREBY ORDERED THAT:

1. The Motion to Seal is granted.
2. The Trustee is hereby authorized to file the Settlement Agreement under seal with this Court.
3. The Settlement Agreement, and any Order approving same, shall remain filed under seal until further order of the Court, with any such order to issue only upon notice to AutoZone, SCO and the Office of the United States Trustee and an opportunity to appear and be heard at a hearing regarding same.
4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: December ___, 2009

The Honorable Kevin Gross
United States Bankruptcy Judge

EXHIBIT 2

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

In re	:	Chapter 11
	:	
The SCO GROUP, INC., <i>et al.</i> , ¹	:	Case No. 07-11337 (KG)
	:	(Jointly Administered)
Debtors.	:	
	:	Re: Dkt No. <u>936</u>

**ORDER GRANTING MOTION OF CHAPTER 11 TRUSTEE TO FILE UNDER
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105(A) AND FED. R. BANKR. P. 9019, FOR APPROVAL OF A SETTLEMENT
AGREEMENT WITH AUTOZONE**

This matter having come before this Court on the *Motion of Chapter 11 Trustee to File Under Seal Exhibit A to the Trustee's Motion, Pursuant to 11 U.S.C. §§ 105(a) and Fed. R. Bankr. P. 9019, for Approval of a Settlement Agreement with AutoZone* (the "Motion to Seal")²; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that the Motion to Seal is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and the Motion to Seal is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the due notice of the Motion to Seal has been given and that no other or further notice need be given; and after due deliberation and sufficient cause appearing therefore,

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.

² Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Motion to Seal.

IT IS HEREBY ORDERED THAT:

1. The Motion to Seal is granted.
2. The Trustee is hereby authorized to file the Settlement Agreement under seal with this Court.
3. ~~Any hearings held in connection with the terms set forth in the Settlement Agreement shall be held *in camera* and the portions of any transcripts of any hearing disclosing the terms of the Settlement Agreement shall be put and remain under seal.~~ 4. The Settlement Agreement, and any Order approving same, and portions of any transcripts regarding any hearing disclosing the terms of the Settlement Agreement, shall remain filed under seal until further order of the Court, with any such order to issue only upon notice to AutoZone and after giving AutoZone, SCO and the Office of the United States Trustee and an opportunity to object to any unsealing of the record, and to appear and be heard at a hearing regarding same.
5. ~~4.~~ This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: ~~November~~ December __, 20082009

The Honorable Kevin Gross
United States Bankruptcy Judge

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Legend:	
<u>Insertion</u>	
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Moved from	
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Moved cell	
Split/Merged cell	
Padding cell	

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Deletions	11
Moved from	0
Moved to	0
Style change	0
Format changed	0
Total changes	19

EXHIBIT 3

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

In re	:	Chapter 11
The SCO GROUP, INC., <i>et al.</i> , ¹	:	Case No. 07-11337 (KG)
Debtors.	:	(Jointly Administered)
	:	Re: Dkt No. 935

**ORDER GRANTING MOTION OF CHAPTER 11 TRUSTEE, PURSUANT TO
11 U.S.C. § 105(A) AND FED. R. BANKR. P. 9019, FOR APPROVAL OF A
SETTLEMENT AGREEMENT WITH AUTOZONE**

This matter having come before this Court on the *Motion of Chapter 11 Trustee, Pursuant to 11 U.S.C. §§ 105(a) and Fed. R. Bankr. P. 9019, for Approval of a Settlement Agreement with AutoZone* (this “Motion”)²; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and this Motion is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the due notice of this Motion has been given and that no other or further notice need be given; and after due deliberation and sufficient cause appearing therefore,

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.

² Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Motion to Seal.

IT IS HEREBY ORDERED THAT:

1. This Motion is granted.
2. The Settlement Agreement is approved.
3. The Settlement Agreement shall remain filed under seal until further order of the Court.
4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: December __, 2009

The Honorable Kevin Gross
United States Bankruptcy Judge