

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

-----	:	Chapter 11
In re	:	
	:	
THE SCO GROUP, INC., <i>et al.</i> , <sup>1</sup>	:	Case No. 07-11337 (KG)
	:	
	:	(Jointly Administered)
Debtors.	:	
-----	:	Objection Deadline: 12/28/09 at 4:00 p.m.
	:	Hearing Date: Only in the Event of an Objection

**FIRST COMBINED MONTHLY FEE APPLICATION OF OCEAN PARK ADVISORS,  
LLC, FINANCIAL ADVISOR TO THE CHAPTER 11 TRUSTEE OF THE SCO GROUP,  
INC. *ET AL.*, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR  
THE PERIOD OF SEPTEMBER 15, 2009 THROUGH OCTOBER 31, 2009**

<i>Name of Applicant:</i>	Ocean Park Advisors, LLC
<i>Authorized to Provide Professional Services to:</i>	Chapter 11 Trustee of The SCO Group, Inc., <i>et al.</i>
<i>Date of Retention:</i>	October 23, 2009, <i>nunc pro tunc</i> to September 15, 2009
<i>Period for which Compensation and Reimbursement is Sought:</i>	September 15, 2009 through October 31, 2009
<i>Amount of Compensation Sought as Actual, Reasonable, and Necessary:</i>	\$156,802.00 (80% of \$196,002.50)
<i>Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary:</i>	\$16,721.25

This is a:        ☒ Monthly        ☐ Quarterly        ☐ Final Application

No prior applications have been filed.

<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.

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**FIRST COMBINED MONTHLY FEE APPLICATION OF OCEAN PARK  
ADVISORS, LLC, FINANCIAL ADVISOR TO THE CHAPTER 11  
TRUSTEE OF THE SCO GROUP, INC. *ET AL.*, FOR COMPENSATION  
AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD OF  
SEPTEMBER 15, 2009 THROUGH OCTOBER 31, 2009**

This first combined monthly fee application for compensation and reimbursement of expenses (the “*Fee Application*”) is filed by Ocean Park Advisors, LLC (“*OPA*”) requesting payment for services rendered and reimbursement of costs expended as financial advisor for the Chapter 11 Trustee (the “*Trustee*”) of The SCO Group, Inc., *et al.* (the “*Debtors*”), for the period of September 15, 2009 through October 31, 2009 (the “*Application Period*”). In support of this Fee Application, OPA respectfully states as follows:

**Jurisdiction**

1. This Court has jurisdiction to consider the Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b).

2. The statutory predicates for the relief sought herein are 11 U.S.C. §§ 327 and 328, as complemented by Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the

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*“Bankruptcy Rules”*) and Rules 2014-1 and 2016-2 of the Delaware Bankruptcy Local Rules (the *“Local Rules”*).

### **Background**

3. On September 14, 2007 (the *“Petition Date”*), the Debtors commenced their bankruptcy cases by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors continued in the management and operation of their businesses and property as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108 until August 25, 2009 (the *“Appointment Date”*) when this Court appointed a chapter 11 trustee.

4. On October 5, 2007, this Court entered the Administrative Order Establishing Procedures for Interim Monthly Compensation of Professionals (the *“Administrative Order”*) [Docket No. 95].

5. In connection with contested motions to convert the Debtors’ chapter 11 cases to chapter 7 cases, on or about July 27, 2009, this Court directed the United States Trustee to appoint a chapter 11 trustee.

6. On the Appointment Date, the Office of the United States Trustee filed its Notice of Appointment of Edward N. Cahn, Esquire as Chapter 11 Trustee [Docket No. 898] and, on the same day, this Court entered an Order Approving Appointment of Chapter 11 Trustee [Docket No. 900].

7. On October 2 2009, the Debtors filed with this Court the Chapter 11 Trustee’s Application for Authority to Retain and Employ Ocean Park Advisors LLC as Financial Advisors and Investment Banker, Nunc Pro Tunc to September 15, 2009 (the *“OPA Retention Application”*) [Docket No. 923]. On October 23, 2009, the Court entered an order approving the OPA Retention Application [Docket No. 939].

8. OPA is a corporate financial advisory firm that provides investment banking,

restructuring and crisis management services to companies and their stakeholders.

9. Presently, the professionals at OPA having the day-to-day responsibility for representation of the debtor in this chapter 11 case are Bruce Comer, Mark Fisler, Vinod Bhat and Michael Hakim. OPA has drawn and will draw upon the knowledge and skills of other firm professionals to provide services as the need arises.

#### **Relief Requested**

10. OPA submits this Fee Application pursuant to Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, the Administrative Order, and Del. Bankr. LR 2016-2. By this Fee Application, OPA seeks interim allowance of compensation for actual and necessary professional services rendered in the amount of \$196,002.50 for the Application Period, and seeks payment of 80% of this amount, \$156,802.00, and seeks the allowance and payment of 100% of its actual and necessary expenses in the amount of \$16,721.25, in accordance with the terms of the Administrative Order.

#### **Summary of Fees**

11. The total number of hours expended by OPA professionals and paraprofessionals in performing professional services for the Trustee during the Application Period was 620.5 hours at a blended billing rate of \$315.88 per hour. The value of these services has been computed at the rates OPA customarily charges for similar services provided other clients.

12. A detailed chronological itemization of the services rendered by each professional and paraprofessional during the Application Period, calculated by tenths of an hour and categorized in accordance with the appropriate project code, is attached hereto as **Exhibit "A"**. Every effort has been made by OPA to categorize daily time entries in accordance with the correct project code. However, in some instances, services overlap between project codes. Thus, some services may appear under more than one code, although in no instance is a specific

time entry recorded more than once.

13. Specifically, the services rendered by OPA to the Debtors during the Application Period included the following:

(Project Code 1)      Planning, Supervision and Review:

The time billed to this category includes services related to general administrative and financial advisory matters, including, but not limited to, internal status update meetings, internal meetings on planning and prioritization of deliverables, reviews of emails, flow of funds, and miscellaneous email tracking of financial advisory tasks like cash runway analysis, personnel staffing, modeling, etc.

**Total Hours: 10.7      Total Fees: \$4,447.50**

(Project Code 2)      Preparation and Review of Info. Requests and Related Matters:

In response to diligence requests from the Chapter 11 Trustee and counsel to the Trustee, OPA obtained and reviewed various documents including, but not limited to, employment agreements, shareholder related documents and receipts collection issues, etc.

**Total Hours: 14.1      Total Fees: \$4,948.50**

(Project Code 4)      Analysis, Preparation and Execution of Restructuring Plan:

OPA analyzed the current organizational structure and personnel issues, salaries and fringe benefits, etc. and developed a restructuring plan involving headcount reductions and non-payroll expense rationalizations. OPA worked with the Debtors' estates to implement the restructuring plan by taking concrete steps such as reducing headcount in the engineering and corporate departments, cutting telecom expenses, deferring payments to certain vendors and identifying cheaper alternatives. This is an ongoing process and OPA expects to continue executing on the restructuring plan going ahead.

**Total Hours: 190.3      Total Fees: \$67,061.00**

(Project Code 5)      Analysis & Preparation of Budgets & Reports:

OPA has prepared short-term cash flow projections, 13-week budgets, a 1-year cash forecast model and weekly actual-to-budget variance analysis reports for AP Approval on an ongoing basis. As part of this process, OPA analyzed the cash management process and engaged in detailed discussions with debtor personnel to develop accurate line-by-line cash flow projections. This is an ongoing process and OPA will continue to prepare budgets and reports as needed.

**Total Hours: 163.9      Total Fees: \$34,750.8**

(Project Code 6)      Analysis & Preparation of DIP model & terms:

OPA has had discussions with several potential DIP lenders regarding terms for a potential DIP loan.

**Total Hours: 1.4      Total Fees: \$595.00**

(Project Code 7)      Analysis & Preparation of Financial Models:

OPA worked with the Company to develop a detailed financial model. The model was designed as a tool for the Company to incorporate market and operational assumptions into a dynamic model of the business which would then act as an input for the restructuring plan. OPA had detailed discussions with debtor personnel for finalizing the key drivers, assumptions, and revenue and operating expense projections for the financial models.

**Total Hours: 21.0      Total Fees: \$4,434.00**

(Project Code 9)      Prep/Participate in Company management calls and meetings:

OPA has had various calls with the Debtors' management team regarding various issues including, but not limited to, management/hiring issues, variance analyses, cash runway and sales, reviews of financial models, etc.

**Total Hours: 88.2      Total Fees: \$34,758.00**

(Project Code 11)      Prep/Participate in Meetings/Conf. Calls with Counsel and Ch. 11 Trustee:

OPA has had various calls and meetings with the Chapter 11 Trustee and counsel to the Trustee in connection with the restructuring plan, cash management issues, the cash budget, variance analyses, DIP financing, financial models and overall case issues. As part of these calls and meetings, OPA highlighted key issues and advised the Chapter 11 Trustee on potential resolutions.

**Total Hours: 22.8      Total Fees: \$8,784.00**

(Project Code 12)      Communication with potential DIP lenders:

OPA has identified and initiated discussions with several potential DIP lenders on structure and terms and has also had internal discussions regarding the DIP model and terms. OPA developed a contact list of potential DIP Lenders, prepared and distributed a teaser and non-disclosure agreement and had initial discussion with the lenders.

**Total Hours: 42.4      Total Fees: \$13,344.50**

(Project Code 13)      Firm Retention:

OPA worked with counsel to the trustee on its retention motion.

**Total Hours: 0.5      Total Fees: \$212.50**

(Project Code 14)      Preparation of Fee/Expense Applications:

OPA prepared the First Combined Monthly fee application under the guidance of counsel to the Trustee.

**Total Hours: 0.2      Total Fees: \$85.00**

(Project Code 15)     Non-Working Travel Time:

Time billed to this project code relates to non-working travel time. In accordance with Del. Bankr. L.R. 2016-2(d)(viii), any time in this category is either billed at 50% of the regular hourly rate or reduced to 50% of the amount of time actually expended.

**Total Hours: 65.1            Total Fees: \$22,481.80**

**Actual and Necessary Costs and Expenses Incurred**

14. Reimbursement of expenses in the amount of \$16,721.25 is sought herein. A categorized summary of the actual and necessary costs and expenses incurred by OPA during the Application Period, and an itemization of each expense within each category, is attached as **Exhibit “B”**. OPA reserves the right to request, in subsequent fee applications, reimbursement of any additional expenses incurred during the Application Period, as such expenses may not have been captured to date in OPA’s billing system.

**Compliance with the Bankruptcy Code, the Bankruptcy Rules and Local Rules**

15. In accordance with Del. Bankr. LR 2016-2, a summary schedule of hours and fees for each professional and paraprofessional, and a summary of hours and fees categorized by project code follow the cover sheet to this Fee Application. The undersigned submits that this Fee Application complies with Del. Bankr. LR 2016-2.

16. OPA submits that the services rendered and expenses incurred were actual and necessary and that the compensation sought is reasonable and in accordance with the standards of Bankruptcy Code section 330.

17. No agreement or understanding exists between OPA and any other entity (other than members or employees of OPA) for the sharing of compensation received or to be received for services rendered in or in connection with this case.



**Notice**

18. As required by the Administrative Order, a copy of this Fee Application has been served upon: (a) the Debtor; (b) Debtors' Counsel; and (c) the Office of the United States Trustee. Notice of this Fee Application was served upon all parties requesting notice pursuant to Bankruptcy Rule 2002.

WHEREFORE, OPA respectfully requests an award of compensation for professional services rendered as financial advisor to the Trustee during the Application Period in the sum of \$156,802.00 (80% of \$196,002.50), together with the reimbursement of disbursements in the amount of \$16,721.25; and such other and further relief that the Court deems just and proper.

Dated: December 8, 2009  
Wilmington, Delaware

Respectfully submitted,

**OCEAN PARK ADVISORS, LLC**

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