

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

In re : Chapter 11
:
TSG Group, Inc. (f/k/a The SCO Group, : Case No. 07-11337 (KG)
Inc.), *et al.*,¹ :
: (Jointly Administered)
Debtors. :
: **Objection Deadline: 9/19/11 at 4:00 p.m.**
----- : **Hearing Date: Only in the Event of an Objection**

**TWENTY-SECOND MONTHLY FEE APPLICATION OF OCEAN
PARK ADVISORS, LLC, FINANCIAL ADVISOR TO THE CHAPTER 11
TRUSTEE OF THE TSG GROUP, INC. *ET AL.*, FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD OF
JULY 1, 2011 THROUGH JULY 31, 2011**

Name of Applicant: Ocean Park Advisors, LLC

Authorized to Provide Professional Services to: Chapter 11 Trustee of TSG Group, Inc., *et al.*

Date of Retention: October 23, 2009, *nunc pro tunc* to September 15, 2009

Period for which Compensation and Reimbursement is Sought: July 1, 2011 through July 31

Amount of Compensation Sought as Actual, Reasonable, and Necessary: \$18,576.00 (80% of \$23,220.00)

Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary: \$25.69

This is a: Monthly Quarterly Final Application

¹ The Debtors and the last four digits of each of the Debtors' federal tax identification numbers are as follows: (a) TSG Group, Inc. [f/k/a The SCO Group, Inc.], a Delaware corporation, Fed. Tax Id. #2823; and (b) TSG Operations, Inc. [f/k/a SCO Operations, Inc.], a Delaware corporation, Fed. Tax Id. #7393.

Prior Fee Applications

Date Filed - Docket No.	Period Covered	Requested		Approved		Holdback
		Fees	Expenses	Fees	Expenses	
12/08/2009 [Dkt. 985]	09/15/2009 – 10/31/2009	\$196,002.50	\$16,721.25	\$156,802.00	\$16,721.25	\$39,200.50
1/26/2010 [Dkt. 1045]	11/1/2009 – 11/30/2009	\$63,137.00	\$3,175.00	\$50,509.60	\$3,175.00	\$12,627.40
2/4/2010 [Dkt. 1048]	12/1/2009 – 12/31/2009	\$67,916.25	\$4,114.54	\$54,333.00	\$4,114.54	\$13,583.25
3/1/2010 [Dkt. 1071]	1/1/2010 – 1/31/2010	\$89,679.50	\$2,535.40	\$71,743.60	\$2,535.40	\$17,935.90
3/26/2010 [Dkt. 1098]	2/1/2010 – 2/28/2010	\$146,831.75	\$17,412.56	\$127,465.40	\$17,412.56	\$19,366.31
4/30/2010 [Dkt. 1117]	3/1/2010 – 3/31/2010	\$91,829.50	\$2,990.50	\$73,463.60	\$2,990.50	\$18,365.90
5/28/2010 [Dkt. 1124]	4/1/2010 – 4/30/2010	\$125,237.00	\$4,694.37	\$112,189.60	\$4,694.37	\$13,047.40
7/1/2010 [Dkt. 1130]	5/1/2010 – 5/31/2010	\$38,186.00	\$1,770.18	\$30,548.80	\$1,770.18	\$7,637.20
8/11/2010 [Dkt. 1145]	6/1/2010 – 6/30/2010	\$35,115.00	\$109.90	\$28,092.00	\$109.90	\$7,023.00
8/11/2010 [Dkt. 1146]	7/1/2010 – 7/31/2010	\$26,370.50	\$276.02	\$21,096.40	\$276.02	\$5,274.10
9/29/2010 [Dkt. 1176]	8/1/2010 – 8/31/2010	\$19,788.75	\$196.13	\$15,831.00	\$196.13	\$3,957.75
11/11/2010 [Dkt. 1197]	9/1/2010 – 9/30/2010	\$11,380.50	\$324.52	\$9,104.40	\$324.52	\$2,276.10
11/23/2010 [Dkt. 1205]	10/1/2010 – 10/31/2010	\$10,611.00	\$428.18	\$8,488.80	\$428.18	\$2,122.20
1/3/2011 [Dkt. 1211]	11/1/2010 – 11/30/2010	\$14,201.00	\$421.88	\$11,360.80	\$421.88	\$2,840.20
2/2/2011 [Dkt. 1219]	12/1/2010 – 12/31/2010	\$22,530.50	\$281.21	\$18,024.40	\$281.21	\$4,506.10
3/10/2011 [Dkt. 1254]	1/1/2011 – 1/31/2011	\$29,960.00	\$3,327.27	\$23,968.00	\$3,327.27	\$5,992.00
4/06/2011 [Dkt. 1262]	2/1/2011 – 2/28/2011	\$10,195.50	\$143.59	\$8,156.40	\$143.59	\$2,039.10
5/06/2011 [Dkt. 1270]	3/1/2011 – 3/31/2011	\$23,483.00	\$848.92	\$18,786.40	\$848.92	\$4,696.60
5/24/2011 [Dkt. 1294]	4/1/2011 – 4/30/2011	\$22,203.00	\$1,718.79	\$17,762.40	\$1,718.79	\$4,440.60
5/27/2011 [Dkt. 1296]	7/19/2010 – 4/10/2011	\$270,000.00	-	\$270,000.00	-	-
8/2/2011 [Dkt. 1309]	5/1/2011 – 5/31/2011	\$55,585.50	\$329.53	<i>Pending</i>	<i>Pending</i>	<i>Pending</i>
8/8/2011 [Dkt. 1314]	6/1/2011 – 6/30/2011	\$23,053.00	\$95.96	<i>Pending</i>	<i>Pending</i>	<i>Pending</i>

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**TWENTY-SECOND MONTHLY FEE APPLICATION OF OCEAN PARK
ADVISORS, LLC, FINANCIAL ADVISOR TO THE CHAPTER 11 TRUSTEE OF
THE TSG GROUP, INC. *ET AL.*, FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD OF JULY 1, 2011
THROUGH JULY 31, 2011**

This twenty-second 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 TSG Group, Inc., *et al.* (the “*Debtors*”), for the period of July 1, 2011 through July 31, 2011 (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,

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as complemented by Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”) and Rules 2014-1 and 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (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 Trustee in these chapter 11 cases are Bruce Comer, Mark Fisler, Eric Kim, and Andrew Czech. 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. L.R. 2016-2. By this Fee Application, OPA seeks interim allowance of compensation for actual and necessary professional services rendered in the amount of \$23,220.00 for the Application Period, and seeks payment of 80% of this amount, \$18,576.00, and seeks the allowance and payment of 100% of its actual and necessary expenses in the amount of \$25.69, 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 91.9 hours at a blended billing rate of \$252.67 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 Trustee during the Application Period included the following:

Total Hours: 1.9 Total Fees: \$902.50

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

OPA prepared and responded to informational requests related to budget matters for Trustee’s counsel.

Total Hours: 15.1 Total Fees: \$4,029.00

(Project Code 3) Analysis & Preparation of Court filings:

OPA worked with Debtors’ management team and the Trustee’s counsel to prepare, review and file monthly operating reports.

Total Hours: 9.2 Total Fees: \$2,820.00

(Project Code 5) Analysis & Preparation of Budget & 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 on an ongoing basis. As part of this process, OPA analyzed the cash management process and engaged in detailed discussions with the Debtors’ 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: 19.2 Total Fees: \$3,726.00

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

OPA worked with the Company to analyze and reconcile detailed financial models. The models are designed as a tool for the Company to more accurately gauge liquidity and cash viability.

Total Hours: 2.5 Total Fees: \$465.00

(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, cash runway and sales, reviews of financial models, implementation of the transition agreement, etc.

Total Hours: 6.9 Total Fees: \$2,193.00

(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 transition agreement, cash management issues, the cash budget, variance analyses, financing, financial models and other case issues. As part of these calls and meetings, OPA highlighted key issues and advised the Chapter 11 Trustee on potential resolutions.

Total Hours: 5.5 Total Fees: \$1,507.00

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

OPA prepared the monthly and sales fee applications under the guidance of counsel to the Trustee.

Total Hours: 31.7 Total Fees: \$7,577.50

(Project Code 16) Post-close Transition Implementation:

OPA prepared and reviewed various materials to ensure the effective implementation of post-close action items.

Total Hours: 91.9 Total Fees: \$23,220.00

Actual and Necessary Costs and Expenses Incurred

14. Reimbursement of expenses in the amount of \$25.69 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. L.R. 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. L.R. 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 Debtors; (b) the 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 \$18,576.00 (80% of \$23,220.00), together with the reimbursement of disbursements in the amount of \$25.69; and such other and further relief that the Court deems just and proper.

Dated: August 30, 2011
Wilmington, Delaware

Respectfully submitted,

OCEAN PARK ADVISORS, LLC

By: /s/ Bruce Comer

Bruce Comer
5933 West Century Blvd
Suite 1108
Los Angeles, CA 90045
Telephone: (310) 670-2721
Facsimile: (310) 670-4107

-and-

Mark Fisler
5933 West Century Blvd
Suite 1108
Los Angeles, CA 90045
Telephone: (310) 670-2704
Facsimile: (310) 670-4107