

EXHIBIT A

-----Original Message-----

From: Bill Duker [mailto:wfduker@idvllc.com]
Sent: Thursday, June 04, 2009 1:52 PM
To: Ryan Tibbitts
Subject: Re: BK Proof of Claim

Agreed

Sent via BlackBerry by AT&T

From: "Ryan Tibbitts"
Date: Thu, 4 Jun 2009 13:29:01 -0600
To: <wfduker@idvllc.com>
Subject: BK Proof of Claim
Hello Mr. Duker,

In accordance with our negotiations today, we understand that XAC, LLC f/k/a Amici (or whichever entity has been assigned the claim) the "Claimant" has agreed to reduce its claim from the amount reflected in its Proof of Claim, filed on April 21, 2008, to \$150,000 (copy attached). Pursuant to the agreement of the Debtor and Claimant, Claimant will have an allowed claim in the Debtor's bankruptcy case in the amount of \$150,000 (the "Allowed Claim"). No interest will accrue on the Allowed Claim. The Allowed Claim will be paid in accordance with the priority scheme outlined in the Bankruptcy Code. Pursuant to the agreement between the Debtor and Claimant, the Debtor will not contest or otherwise object to the Allowed Claim. The agreement is subject to Court approval which shall be sought by the Debtor through a Motion to Approve Settlement or a Stipulated Agreed Order.

If I have accurately presented our agreement, please respond with your approval on behalf of the Claimant(s). Thank you for your prompt attention to this matter and for your cooperation.

Ryan Tibbitts
General Counsel
The SCO Group, Inc.
355 South 520 West
Lindon, Utah 84042
801.932.5408 Tel
801.765.1313 Fax

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

The SCO Group, Inc. Claims Processing
c/o Epiq Bankruptcy Solutions, LLC
FDR Station, PO Box 5012
New York, NY 10150-5012

In Re:
The SCO Group, Inc., et al.,
Debtors.

Chapter 11 Case No.
07-11337 (KG)
(Jointly Administered)

Name of Debtor Against Which Claim is Held
SCO OPERATIONS, INC.

Case No. of Debtor
07-11338KG

PROOF OF CLAIM

Filed: USBC - District of Delaware
The SCO Group, Inc., Et Al.
07-11337 (KG)

0000000168



NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Name and address of Creditor: (and name and address where notices should be sent if different from Creditor)

SCO (MERGE2.DBF,SCHED_NO) SCHEDULE #: 338000070*****
AMICI LLC
80 STATE STREET, SUITE 600
ALBANY, NY 12207

Telephone number:

Email Address:

☐ Check this box to indicate that this claim amends a previously filed claim.

Court Claim

Number: _____

(If known)

Filed on: _____

Your claim is scheduled
by the Debtor as:

\$500,650.73 UNSECURED

Name and address where payment should be sent (if different from above)

XAC, LLC
912 STATE RT. 143, WESTERLO, NY 12193

Telephone number:

518-489-3000

Email Address:

sdukero@idvllc.com

☐ Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

☐ Check this box if you are the debtor or trustee in this case.

1. Amount of Claim as of Date Case Filed: \$ 440,011.03

If all or part of your claim is secured, complete Item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete Item 5.

☐ Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of interest or additional charges.

2. Basis for Claim: SERVICES PERFORMED

(See instruction #2 on reverse side.)

3. Last four digits of any number by which creditor identifies debtor: _____

3a. Debtor may have schedules account as: _____

(See instruction #3a on reverse side.)

4. Secured Claim (See instruction #4 on reverse side.)

Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☐ Other

Describe: _____

Value of Property: \$ _____ Annual Interest Rate _____ %

Amount of arrearage and other charges as of time case filed included in secured claim, if any:

\$ _____ Basis for perfection: _____

Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____

5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.

Specify the priority of the claim:

☐ Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

☐ Wages, salaries or commissions (up to \$10,950*), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4).

☐ Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).

☐ Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7).

☐ Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).

☐ Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(_____).

Amount entitled to priority:

\$ _____

* Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment

FILED/RECEIVED

APR 21 2008

EPIQ BANKRUPTCY SOLUTIONS, LLC

Date:

4-18-08

Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.

Shawn M. Duku, Member XAC, LLC
912 STATE RT. 143, WESTERLO, NY 12193

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

XAC, LLC (f/k/a Amici LLC)
Summary of Outstanding Invoices
SCO Group

Date	Invoice #	Amount
1/24/2005	2916	\$ 144,718.51
1/24/2005	2956	70,445.16
2/11/2005	3020	67,484.37
2/14/2005	3033	48,319.88
5/12/2005	3161	50,587.66
6/10/2005	3224	29,322.30
7/1/2005	3256	29,133.15
		<u>\$ 440,011.03</u>

New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
41 State Street
Albany, NY 12231
www.dos.state.ny.us

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF ORGANIZATION
OF

AMICI LLC

(Insert Name of Domestic Limited Liability Company)

Under Section 211 of the Limited Liability Company Law

FIRST: The name of the limited liability company is: **AMICI LLC**

If the name of the limited liability company has been changed, the name under which it was organized is: _____

SECOND: The date of filing of the articles of organization is: **May 6, 2002**

THIRD: The amendment effected by this certificate of amendment is as follows: (Set forth each amendment in a separate paragraph providing the subject matter and full text of each amended paragraph. For example, an amendment changing the name of the limited liability company would read as follows: Paragraph *First* of the Articles of Organization relating to the *limited liability company name* is hereby amended to read as follows: *First: The name of the limited liability company is ... (new name) ...*)

Paragraph 1 of the Articles of Organization relating to the limited liability company name

is hereby amended to read as follows: 1. The name of the limited liability company is XAG, LLC

X Michael R Lindburg
(Signature)

Michael Lindburg
(Type or print name)

Manager
(Title of signer)

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF ORGANIZATION
OF

AMICI LLC

(Insert Name of Domestic Limited Liability Company)

Under Section 211 of the Limited Liability Company Law

Filed by: **Robert Polifka**
Flemming Zulack Williamson Zauderer LLP
(Name)

1 Liberty Plaza
(Mailing address)

New York, NY 10006
(City, State and Zip code)

NOTE: This form was prepared by the New York State Department of State for filing a certificate of amendment of a domestic limited liability company. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal supply stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$60 filing fee made payable to the Department of State.

(For office use only.)

From: Origin ID: ALBA (518)496-7612
 Sharon Duker
 XAC, LLC
 912 State Route 143
 Westerlo, NY 12193

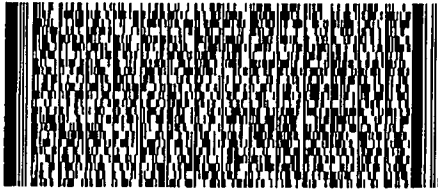


CLB1267672/24

SHIP TO: 646-282-2500

BILL SENDER

The SCO Group Claims Processing
 c/o Epiq Bankruptcy Solutions, LLC
 757 Third Avenue, 3rd Floor
 New York, NY 10017



Ship Date: 18APR08
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 System#: 7426162/INET8010
 Account#: S *****

Delivery Address Bar Code



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 PO #
 Dept #

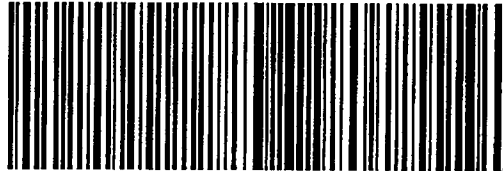
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