

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

In re : Chapter 11
:
The SCO GROUP, INC., *et al.*,¹ : Case No. 07-11337 (KG)
: (Jointly Administered)
Debtors. :
: **Hearing Date: May 23, 2011 at 11:00 a.m. ET**
: **Objection Deadline: May 16, 2011 at 4:00 p.m. ET**

**MOTION OF CHAPTER 11 TRUSTEE FOR THE ENTRY OF AN ORDER
APPROVING REVISED CASE CAPTION**

Edward N. Cahn, Esq. (the “Chapter 11 Trustee”), in his capacity as Chapter 11 Trustee for the above-captioned debtors (collectively, the “Debtors”), hereby moves (the “Motion”) this Court for entry of an order approving a revised case caption for the Debtors’ jointly administered bankruptcy cases as set forth herein. In support of this Motion, the Chapter 11 Trustee respectfully states as follows:

JURISDICTION

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The legal and statutory predicates for the relief sought herein are section 105 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 1005, 2002(m) and 2002(n) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the terms of that certain Asset Purchase Agreement by and between The SCO Group, Inc. and SCO Operations, Inc. and unXis, Inc. dated January 19, 2011 (the “APA”).

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.

BACKGROUND

1. 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’ chapter 11 cases are being jointly administered.

2. On August 25, 2009 this Court approved the appointment of Edward N. Cahn, Esquire as chapter 11 trustee in these cases [Docket No. 900]. No official committee of unsecured creditors has been appointed to date. The Chapter 11 Trustee has been performing his duties and operating the Debtors as authorized by Bankruptcy Code sections 1106 and 1108.

3. On August 9, 2010, the Chapter 11 Trustee filed the *Motion of the Chapter 11 Trustee for Order (1) Authorizing the Marketing, Auction and Sale of Substantially All of the Debtors’ Software Business Assets Consistent with Form Asset Purchase Agreement and Free and Clear of Liens, Claims and Encumbrances, (2) Authorizing Assumption, Assignment, and Sale of Certain Executory Contracts and Unexpired Leases, (3) Approving Bidding Procedures in Connection with Auction, (4) Establishing Sale Hearing Date and (5) Granting Related Relief* [Docket No. 1141] (the “Sale Motion”) with the United States Bankruptcy Court for the District of Delaware (this “Court”).

4. This Court held a hearing on the Sale Motion on March 2, 2011 (the “Sale Hearing”).

5. On March 7, 2011, the Bankruptcy Court entered the *Order under 11 U.S.C. §§ 105(a), 363 and 365 and Federal Rules of Bankruptcy Procedure 2002, 6004 and 9014 (A) Approving the Sale of Substantially All of the Debtors’ Software Product Business Assets Free and Clear of All Liens, Claims, Interests And Encumbrances Pursuant to 11 U.S.C. § 363, (B) Approving Assumption, Assignment and Sale of Certain Executory Contracts and Unexpired*

Leases Pursuant to 11 U.S.C. § 365 and (C) Granting Related Relief [Docket No. 1239] (the “Sale Order”), which, among other things, approved the Trustee’s entry into the APA. The transaction (the “Sale”) approved by the Sale Order closed on April 11, 2011.

6. The terms of the APA, among other things, provide for the sale of substantially all of the Debtors’ software business assets, including the Debtors’ “good will” associated with its corporate names. *See* APA § 2.1.

7. On April 15, 2011, the Chapter 11 Trustee filed Certificates of Amendment to the Debtors’ Certificates of Incorporation with the Secretary of State of the State of Delaware changing the Debtors’ corporate names as follows:²

<u>Current Debtor Name</u>	<u>Changed Name</u>
SCO Group, Inc.	TSG Group, Inc.
SCO Operations, Inc.	TSG Operations, Inc.

RELIEF REQUESTED

8. By this Motion, the Chapter 11 Trustee seeks entry of an order approving a revised case caption for the jointly administered bankruptcy cases as follows:

In re	:	Chapter 11
	:	
TSG Group, Inc. (f/k/a The SCO Group, Inc.), <i>et al.</i> , ¹	:	Case No. 07-11337 (KG)
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	

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.

² True and correct copies of those Certificates of Amendment are attached hereto as Exhibit A.

9. The Chapter 11 Trustee submits that such relief is in the best interests of the Debtors and their estates, creditors and parties in interest as it complies with the Sale Order entered by this Court. Moreover, no creditor or party in interest will be prejudiced by the relief requested as the revised caption and the footnote thereto continues to disclose the Debtors' previous corporate names.

NOTICE

10. Notice of this Motion has been provided to: (a) the Office of the United States Trustee; and (b) all parties that have requested notice pursuant to Bankruptcy Rule 2002. The Chapter 11 Trustee submits that no other or further notice need be provided.

WHEREFORE, the Chapter 11 Trustee respectfully requests entry of an order, substantially in the form attached hereto, granting the relief requested herein and such other and further relief as the Court deems just, necessary and appropriate.

Dated: May 6, 2011

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