

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	:	Chapter 11
	:	
TSG Group, Inc. (f/k/a The SCO Group, Inc.), <u>et al.</u> , ¹	:	Case No. 07-11337 (KG)
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	Re: 1300, 1296

ORDER GRANTING FIRST AND FINAL APPLICATION OF OCEAN PARK ADVISORS, LLC, FINANCIAL ADVISOR AND INVESTMENT BANKER TO THE CHAPTER 11 TRUSTEE OF TSG GROUP, INC. ET AL., FOR COMPENSATION IN CONNECTION WITH ASSET SALES

Upon consideration of the *First and Final Application of Ocean Park Advisors, LLC* (“OPA”), *Financial Advisor and Investment Banker to the Chapter 11 Trustee of TSG Group, Inc., et al.*, for Compensation in Connection with Asset Sales (“Fee Application”) [D.I. 1296] and *Declaration of W. Bruce Comer, III in Support of 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* [D.I. 1239]; and adequate notice of such Fee Application having been given; and such investment banking services rendered by OPA to the Debtors being actual and necessary; and the compensation for fees requested in the Fee Application having been approved as reasonable

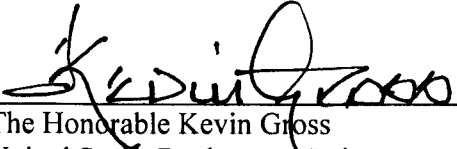
¹ The Debtors and the last four digits of each of the Debtors’ federal tax identification numbers are as follows: (a) TSG Group, Inc. [f/k/a The SCO Group, Inc.], a Delaware corporation, Fed. Tax Id. #2823; and (b) TSG Operations, Inc. [f/k/a SCO Operations, Inc.], a Delaware corporation, Fed. Tax Id.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

under 11 U.S.C. § 328; and the requirements of Del. Bankr. L.R. 2016-2 having been met by the Fee Application; and sufficient cause appearing therefore;

IT IS HEREBY ORDERED THAT:

1. The Fee Application is granted as set forth herein.
2. OPA is allowed, on a final basis, compensation for investment banking services rendered to the Debtors in the amount of \$270,000.00, constituting the total amount of fees earned by OPA in connection with the Liberty Lane Sale and the unXis Sale (each as defined in the Fee Application).
3. The Debtors are authorized to pay the outstanding balance owed to OPA for the approved fees immediately.

Dated: June 28 2011


The Honorable Kevin Gross
United States Bankruptcy Judge