

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 :
:
Debtors. : (Jointly Administered)

Re: Dkt. No. 1326

**ORDER GRANTING CHAPTER 11 TRUSTEE'S MOTION PURSUANT TO
BANKRUPTCY CODE SECTIONS 105 AND 363 AND BANKRUPTCY RULE 9019 FOR
ENTRY OF ORDER AUTHORIZING THE TRUSTEE TO ENTER INTO A
SETTLEMENT AGREEMENT WITH THE LENDERS**

Upon consideration of the motion (the “**Motion**”)² of the Edward N. Cahn, Esq. (the “**Chapter 11 Trustee**” or “**Trustee**”), in his capacity as Chapter 11 Trustee for the above-captioned debtors (collectively, the “**Debtors**”) pursuant to sections 105 and 363 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “**Bankruptcy Code**”) and Rule 9019 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for entry of an order authorizing and approving the Trustee’s entry into the Settlement Agreement attached hereto as Exhibit 1; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and the Court having found that good and

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 All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

sufficient cause exists for granting the Motion and the relief requested therein; and it appearing that the relief requested in the Motion, is appropriate in the context of these cases and is in the best interests of the Debtors' estates and all other parties-in-interest; and it appearing that notice of the Motion was adequate and proper under the circumstances of these cases, and it appearing that no other or further notice need be given; it is hereby

ORDERED that the Motion is granted; and it is further

ORDERED that the Settlement Agreement, attached hereto as Exhibit 1, is approved pursuant to Bankruptcy Code sections 105 and 363 and Bankruptcy Rule 9019(a); and it is further

ORDERED that the Trustee is authorized to execute the Settlement Agreement, the Amended and Restated Promissory Note, the Amendment to Collateral Agent Agreement and the Assignment of Warrant all in accordance with the terms of the Settlement Agreement; and it is further

ORDERED that the Trustee is hereby authorized to take any actions reasonably necessary to effectuate the terms of the Settlement Agreement; and it is further

ORDERED that this Court shall retain jurisdiction over all matters arising from or related to the interpretation and implementation of this Order.

Dated: August 15 2011
Wilmington, Delaware



THE HONORABLE KEVIN GROSS
UNITED STATES CHIEF BANKRUPTCY JUDGE