

Exhibit D

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re : Chapter 11
: :
The TSG GROUP, INC., *et al.*,¹ : Case No. 07-11337 (KG)
: (Jointly Administered)
Debtors. : **Re: Dkt. No. 1436**

**ORDER CONVERTING CASES FROM CHAPTER 11
TO CHAPTER 7 OF THE BANKRUPTCY CODE**

Upon consideration of the motion (the “**Motion**”) of Edward N. Cahn, Esq. (the “**Chapter 11 Trustee**”), in his capacity as Chapter 11 Trustee for the above-captioned debtors (collectively, the “**Debtors**”), dated August 6, 2012, seeking the entry of an order (this “**Order**”) to convert the above-captioned cases from chapter 11 to chapter 7 of the Bankruptcy Code; and it appearing that the relief sought in the Motion with respect to conversion of the cases to cases under chapter 7 of the Bankruptcy Code and the entry of this Order is appropriate; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. § 1334; and it appearing that venue of these cases and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having determined that the relief requested in the Motion with respect to conversion of the cases to cases under chapter 7 of the Bankruptcy Code is reasonable and in the best interests of the Debtors’ estates, its creditors and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or

¹ The Debtors and the last four digits of each of the Debtors’ federal tax identification numbers are as follows: (a) The 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.

further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor; it is hereby:

ORDERED, that the Motion is GRANTED insofar as it seeks to convert the above-captioned chapter 11 cases to cases under chapter 7 of the Bankruptcy Code, as set forth herein; and it is further

ORDERED, that as of the date of entry of this Order (the "**Conversion Date**"), pursuant to Bankruptcy Code section 1112(b), the chapter 11 cases of the Debtors are hereby converted to cases under chapter 7 of the Bankruptcy Code; and

ORDERED, that after the Conversion Date, the Office of the United States Trustee shall appoint an interim chapter 7 trustee for the above-referenced cases pursuant to 11 U.S.C. § 701; and

ORDERED, that the Chapter 11 Trustee shall forthwith turn over to the interim chapter 7 trustee all records and property of the estates under his custody and control as required by Fed. R. Bankr. P. 1019(4); and

ORDERED, that within 14 days following the Conversion Date, the Chapter 11 Trustee shall file a schedule of unpaid debts incurred after commencement of the superseded cases including the name and address of each creditor, as required by Fed. R. Bankr. P. 1019(5); and

ORDERED, that within 30 days following the Conversion Date, the Chapter 11 Trustee shall file and transmit to the United States Trustee a final report and account as required by Fed. R. Bankr. P. 1019(5)(A); and

ORDERED, that this Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: August 24, 2012



HONORABLE KEVIN GROSS
CHIEF UNITED STATES BANKRUPTCY JUDGE