

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

In re: ) Chapter 11  
)  
HARTFORD COMPUTER HARDWARE, ) Case No. 11-49744 (PSH)  
INC., *et al.*, ) (Jointly Administered)  
)  
Debtors. ) Hon. Pamela S. Hollis

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF  
PARAGON CAPITAL PARTNERS, LLC AS FINANCIAL ADVISOR  
AND INVESTMENT BANKER TO THE DEBTORS UNDER SECTIONS  
327(a) AND 328(a) OF THE BANKRUPTCY CODE**

This matter coming before the Court on the Debtors' Application to Retain and Employ Paragon Capital Partners, LLC ("Paragon") as the Debtors' financial advisor and investment banker pursuant to sections 327(a) and 328(a) of title 11 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016 and Local Bankruptcy Rule 5028-1(c) (the "Application", all capitalized terms not defined herein shall have the meaning given to them in the Application); the Court having reviewed the Application, the Declaration of Michael E. Levy and the Declaration in Support of First Day Relief; the Court having found that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) venue is proper in this district pursuant to 28 U.S.C. § 1408 and 1409, (c) this is a core proceeding pursuant to 28 U.S.C. § 157(b), (d) notice of the Application having been sufficient under the circumstances; and the Court having determined that the legal and factual basis set forth in the Application establish just cause for the relief granted herein;

IT IS HEREBY ORDERED as follows:

1. The Application is GRANTED.



2. All objections to the Application or the relief requested therein that have not been made, withdrawn, waived, or settled, and all reservations of rights included therein, hereby are overruled on the merits.

3. Notice of the Application was proper, timely, adequate and sufficient under the particular circumstances.

4. In accordance with section 328(a) of the Bankruptcy Code, the Debtors are authorized to employ and retain Paragon as their financial advisor and investment banker on the terms set forth in the Application and to pay fees to Paragon on the terms and at the times specified in the Application.

5. Paragon shall keep time records for its Monthly Work Fee in one-hour increments describing their daily activities and the identity of persons who performed such tasks. Paragon does not need to maintain its time records for its Monthly Work Fee on a "project category" basis. Paragon shall supplement this information with a list of the non-restructuring professionals who assist the restructuring department on this matter but who do not, as a matter of general practice, keep time records.

6. Paragon is not required to keep time records related to its Sale Fee.

7. Paragon shall maintain its time records for its Counsel Fees, Restructuring Advisory Fee and Expenses pursuant to Bankruptcy Rule 2016 and Local Rule 5082-1.

8. Paragon shall be paid its Monthly Work Fee, Expenses, Counsel, and Restructuring Advisory Fees on a monthly basis without application to the Court; provided, however, all such payments are subject to final approval by this Court and Paragon shall file a final fee application for approval of such fees, as well as, the Sale Fee.

9. Notwithstanding anything herein, the fees payable to Paragon pursuant to the Engagement Letter shall be subject to review only pursuant to the standards set forth in section 328(a) of the Bankruptcy Code and shall not be subject to the standard of review set forth in section 330 of the Bankruptcy Code.

10. Notwithstanding any provision of the Indemnification Provisions of the Engagement Letter to the contrary, each Indemnified Party shall be entitled to indemnification pursuant to paragraph 10 of the Engagement Letter and Schedule 1 thereto, for losses, claims, damages, liabilities or expenses, incurred by such Indemnified Party, only if directors of the Debtors may be indemnified under the laws of the State of Delaware for losses, claims, damages, liabilities or expenses found by a court of competent jurisdiction to have resulted primarily from any action in which such director acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Debtors.

11. This Order is effective as of the Petition Date.

12. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this order.

Dated:           JAN 26 2012          , 2012

  
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UNITED STATES BANKRUPTCY JUDGE