

Court File No. CV-11-9514-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

**IN THE MATTER OF THE *COMPANIES' CREDITORS  
ARRANGEMENT ACT*, R.S.C. 1985, c. C 36, AS AMENDED**

**APPLICATION OF HARTFORD COMPUTER HARDWARE, INC.  
UNDER SECTION 46 OF THE  
*COMPANIES' CREDITORS ARRANGEMENT ACT*,  
R.S.C. 1985, c. C 36, AS AMENDED**

**AND IN THE MATTER OF CERTAIN PROCEEDINGS TAKEN IN  
THE UNITED STATES BANKRUPTCY COURT FOR THE  
NORTHERN DISTRICT OF ILLINOIS EASTERN DIVISION  
WITH RESPECT TO HARTFORD COMPUTER HARDWARE,  
INC., NEXICORE SERVICES, LLC, HARTFORD COMPUTER  
GROUP, INC. AND HARTFORD COMPUTER GOVERNMENT,  
INC. (COLLECTIVELY, THE "CHAPTER 11 DEBTORS")**

**MOTION RECORD  
(returnable on April 23, 2012)**

April 17, 2012

**Thornton Grout Finnigan LLP**  
Barristers and Solicitors  
Suite 3200, P.O. Box 329  
Canadian Pacific Tower  
Toronto-Dominion Centre  
Toronto, Ontario M5K 1K7

**John T. Porter (LSUC #23844T)**  
**Kyla Mahar (LSUC# 44182G)**  
Tel: 416-304-1616  
Fax: 416-304-1313

Lawyers for the Chapter 11 Debtors



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**ONTARIO  
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# TAB 1

**ONTARIO  
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GROUP, INC. AND HARTFORD COMPUTER GOVERNMENT,  
INC. (COLLECTIVELY, THE "CHAPTER 11 DEBTORS")**

**NOTICE OF MOTION  
(Returnable on April 23, 2012)**

Hartford Computer Hardware, Inc., on its own behalf and in its capacity as foreign representative of Chapter 11 Debtors (the "**Foreign Representative**"), will make a motion before the Honourable Mr. Justice Morawetz of the Ontario Superior Court of Justice (Commercial List) on April 23, 2012 at 10:00 o'clock in the morning or as soon after that time as the motion can be heard at 330 University Avenue, in the City of Toronto.

**PROPOSED METHOD OF HEARING:** The motion is to be heard orally.

**THE MOTION IS FOR:**

1. An Order substantially in the form included in the Motion Record, *inter alia*:

- (a) Confirming that service of the notice of motion dated April 17, 2012, the affidavit of Alana Shepherd sworn on April 17, 2012 and the third report of FTI Consulting Canada Inc., (the “**Information Officer**”), in its capacity as Information Officer dated April 17, 2012 (the “**Information Officer’s Third Report**”) was appropriate and directing that no further service is required such that this motion is properly returnable on April 23, 2012;
- (b) Recognizing and implementing in Canada the following Orders of the United States Bankruptcy Court for the Northern District of Illinois Eastern Division (the “**U.S. Court**”) made in the proceedings commenced by the Chapter 11 Debtors under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Chapter 11 Proceeding**”):
  - (i) the Order: (1) setting deadline for filing Proofs of Claim, (2) approving proposed form of proof of claim and procedures for filing such Proofs of Claim, and (3) approving form, manner, and sufficiency of notice thereof (the “**Claims Bar Date Order**”); and
  - (ii) the Order authorizing the employment and retention of Silverman Consulting and Mr. Steven Nerger as Chief Restructuring Officer nunc pro tunc to April 3, 2012; (the “**CRO Order**”);
- (c) Approving the Information Officer’s Third Report and the Information Officer’s activities and conduct reported therein; and

2. Such further and other relief as counsel may request and this Honourable Court may deem just.

**THE GROUNDS FOR THE MOTION ARE:**

1. On December 12, 2011, the Chapter 11 Debtors, Hartford Computer Group, Inc. and Nexicore Services, LLC, entered into an asset purchase agreement with Avnet, Inc. and Avnet International (Canada) Ltd. dated December 12, 2011 (the “**Agreement**”);

2. On the same date, the Chapter 11 Debtors commenced the Chapter 11 Proceeding by each filing a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code in the U.S. Court;

3. On December 13, 2011, Justice Morawetz made an Order granting certain interim relief to the Chapter 11 Debtors including a stay of proceedings;

4. On December 15, 2011, the U.S. Court in the Chapter 11 Proceeding made an Order authorizing Hartford to act as the Foreign Representative of the Chapter 11 Debtors;

5. On December 21, 2011, Justice Morawetz made two Orders, an Initial Recognition Order and a Supplemental Order, that, among other things: (i) declared the Chapter 11 Proceeding to be a foreign main proceeding pursuant to Part IV of the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”); (ii) recognized Hartford as the Foreign Representative of the Chapter 11 Debtors; (iii) appointed FTI as the Information Officer in these proceedings; (iv) granted a stay of proceedings; and (v) recognized and made effective in Canada certain “first day” orders of the U.S. Court;



6. On January 26, 2012, the U.S. Court in the Chapter 11 Proceeding made, *inter alia*: an Order: (i) approving bidding procedures; (ii) granting certain bid protections; (iii) approving form and manner of sale notices; (iv) setting sale hearing date in connection with sale of substantially all of the Chapter 11 Debtors' assets (collectively, the "**Bidding Procedures Order**");

7. The Bidding Procedures Order was recognized by this Honourable Court on February 1, 2012;

8. The Bidding Procedures Order recognized the Agreement as a stalking horse and established bidding procedures and a bid deadline for competing bids (the "**Sale Process**");

9. The Sale Process was undertaken in accordance with the Bidding Procedures Order and no competing bids were received by the bid deadline;

10. On February 28, 2012, the U.S. Court in the Chapter 11 Proceeding made the Sale Order and it was recognized by this Honourable Court on March 9, 2012;

11. The transaction contemplated by the Agreement closed on April 3, 2012;

12. On April 10, 2012, an order extending the exclusivity period was made by the U.S. Court during which the Chapter 11 Debtors may file a plan and solicit acceptance thereto to June 29, 2012 and August 31, 2012, respectively;

13. On April 12, 2012, the U.S. Court granted, among other orders:

- (a) The Claims Bar Date Order; and
- (b) The CRO Order;

14. The Foreign Representative requests that this Honourable Court recognize and give effect in Canada to the Claims Bar Date Order, and the CRO Order pursuant to paragraph 49 of the CCAA;

15. A copy of Proof of Claims Order, the claim form and instructions on how to fill it out and submit it was sent to every known creditor including, without limitation, every person who was a Canadian employee who (i) as of the Closing, was employed by Hartford Computer Group, Inc (“**Hartford**”) the only Chapter 11 Debtor with operations in Canada, (ii) as of closing, was on temporary layoff, permanently terminated, or had quit, (iii) as of the Filing Date, was employed by Hartford, and (iv) as of the Filing Date, was on temporary layoff or was permanently terminated, or had quit;

16. The Information Officer will also post the Proof of Claims Order, the proof of claim form and instructions for filling out the form on its website;

17. The Foreign Representative and the Information Officer are of the view that recognition of the Claims Bar Date Order and the CRO Order is appropriate in the circumstances;

18. Section 49 of the CCAA;

19. Rules 2.03, 3.02, 14.05 and 17 of the *Rules of Civil Procedure*; and

20. Such further and other grounds as counsel may advise and this Honourable Court may deem just.

**THE FOLLOWING DOCUMENTARY EVIDENCE** will be used at the hearing of the motion:

1. The Affidavit of Alana Shepherd sworn on April 17, 2012;
2. The Information Officer's Third Report; and
3. Such further and other material as counsel may advise and this Honourable Court may permit.

April 17, 2012

**Thornton Grout Finnigan LLP**

Barristers and Solicitors  
Suite 3200, P.O. Box 329  
Canadian Pacific Tower  
Toronto-Dominion Centre  
Toronto, Ontario M5K 1K7

**John T. Porter (LSUC #23844T)**

**Kyla Mahar (LSUC# 44182G)**

Tel: 416-304-1616

Fax: 416-304-1313

Lawyers for the Chapter 11 Debtors

**TO: THIS HONOURABLE COURT**

**AND TO: THE ATTACHED SERVICE LIST**

**SCHEDULE "A"**

**EMAIL SERVICE LIST  
AS AT APRIL 17, 2012**

**TO: THORNTON GROUT FINNIGAN LLP**  
Barristers and Solicitors  
Suite 3200, P.O. Box 329  
Canadian Pacific Tower  
Toronto-Dominion Centre  
Toronto, Ontario M5K 1K7

**John T. Porter**  
Tel: (416) 304-0778  
Fax: (416) 304-1313  
Email: [jporter@tgf.ca](mailto:jporter@tgf.ca)

**Kyla Mahar**  
Tel: (416) 304-0594  
Fax: (416) 304-1313  
Email: [kmahar@tgf.ca](mailto:kmahar@tgf.ca)

Lawyers for the Chapter 11 Debtors

**AND TO: KATTEN MUCHIN ROSENMAN LLP**  
525 W. Monroe St.  
Chicago, IL 60661-3693  
United States of America

**Peter Siddiqui**  
Tel: (312) 902-5455  
Fax: (312) 902-1061  
Email: [peter.siddiqui@kattenlaw.com](mailto:peter.siddiqui@kattenlaw.com)

**Paige Barr**  
Tel: (312) 902-5644  
Fax: (312) 577-8706  
Email: [paige.barr@kattenlaw.com](mailto:paige.barr@kattenlaw.com)

U.S. Lawyers for Chapter 11 Debtors

**AND TO: NORTON ROSE OR LLP**  
Suite 3800, Royal Bank Plaza, South Tower  
200 Bay Street  
Toronto, ON M5J 2Z4

**Mario J. Forte**  
Tel: (416) 216-4870  
Fax: (416) 216-3930  
Email: [mario.forte@nortonrose.com](mailto:mario.forte@nortonrose.com)

**Adrienne Glen**  
Tel: (416) 216 4082  
Fax: (416) 216-3930  
Email: [adrienne.glen@nortonrose.com](mailto:adrienne.glen@nortonrose.com)

Lawyers for FTI Consulting Canada Inc., in its capacity as Information Officer

**AND TO: JENNER & BLOCK LLP**  
353 N. Clark Street  
Chicago, IL 60654-3456

**Michael Terrien**  
Tel: (312) 923-2628  
Fax: (312) 923-2728  
Email: [mterrien@jenner.com](mailto:mterrien@jenner.com)

Lawyers for Delaware Street Capital Master Fund, L.P.

**AND TO: FRASER MILNER CASGRAIN LLP**  
77 King Street West, Suite 400  
Toronto-Dominion Centre  
Toronto, ON M5K 0A1

**Jane O. Dietrich**  
Tel: (416) 863-4467  
Fax: (416) 863-4592  
Email: [Jane.Dietrich@fmc-law.com](mailto:Jane.Dietrich@fmc-law.com)

Lawyers for Avnet International (Canada) Ltd. and Avnet, Inc.

**AND TO: CANADA REVENUE AGENCY  
C/O DEPARTMENT OF JUSTICE**  
Ontario Regional Office  
The Exchange Tower, Box 36  
130 King Street West, Suite 3400  
Toronto, ON M5X 1K6

**Diane Winters**  
Tel: (416)-973-3172  
Fax: (416)-973-0810  
Email: [dwinters@justice.gc.ca](mailto:dwinters@justice.gc.ca)

**AND TO: ONTARIO MINISTRY OF FINANCE**  
Bankruptcy and Insolvency Unit  
Collections Branch  
33 King Street West, 6<sup>th</sup> Floor  
Oshawa, ON L1H 8H5

**Marielle Chabot, Senior Insolvency Officer**  
Tel: (866) 668-8297 ext. 18575  
Fax: (905) 436-4524  
Email: [Marielle.Chabot@Ontario.ca](mailto:Marielle.Chabot@Ontario.ca)

**COURIER SERVICE LIST  
AS AT APRIL 17, 2012**

**AND TO: NATIONAL LEASING GROUP INC.**  
1558 Willson Place  
Winnipeg, MB R3T 0Y4

**AND TO: MINISTRY OF FINANCE (CANADA)**  
1050 Notre Dame Avenue  
Sudbury, ON P3A 5C1

**AND TO: QUEBEC MINISTRY OF REVENUE**  
3800 de Marley Rue  
Quebec, QC G1X 4A5

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C 36, AS AMENDED

APPLICATION OF HARTFORD COMPUTER HARDWARE, INC. UNDER SECTION 46 OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C 36, AS AMENDED

AND IN THE MATTER OF CERTAIN PROCEEDINGS TAKEN IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF ILLINOIS EASTERN DIVISION WITH RESPECT TO HARTFORD COMPUTER HARDWARE, INC., NEXICORE SERVICES, LLC, HARTFORD COMPUTER GROUP, INC. AND HARTFORD COMPUTER GOVERNMENT, INC. (COLLECTIVELY, THE "CHAPTER 11 DEBTORS")

Court File No. CV-11-9514-00CL

*ONTARIO*  
**SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

Proceedings commenced at Toronto

**NOTICE OF MOTION**  
(returnable on April 23, 2012)

**Thornton Grout Finnigan LLP**  
Barristers and Solicitors  
Suite 3200, P.O. Box 329  
Canadian Pacific Tower  
Toronto-Dominion Centre  
Toronto, Ontario M5K 1K7

**John T. Porter (LSUC #23844T)**  
**Kyla Mahar (LSUC# 44182G)**  
Tel: 416-304-1616  
Fax: 416-304-1313

Lawyers for the Chapter 11 Debtors



# TAB 2

ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

IN THE MATTER OF THE *COMPANIES' CREDITORS*  
*ARRANGEMENT ACT*, R.S.C. 1985, c. C 36, AS AMENDED

APPLICATION OF HARTFORD COMPUTER HARDWARE, INC.  
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WITH RESPECT TO HARTFORD COMPUTER HARDWARE,  
INC., NEXICORE SERVICES, LLC, HARTFORD COMPUTER  
GROUP, INC. AND HARTFORD COMPUTER GOVERNMENT,  
INC. (COLLECTIVELY, THE "CHAPTER 11 DEBTORS")

AFFIDAVIT OF ALANA SHEPHERD  
(Sworn on April 17, 2012)

I, Alana Shepherd, of the City of Toronto, in the Province of Ontario, **MAKE OATH**  
**AND SAY:**

1. I am an Associate with Thornton Grout Finnigan LLP, lawyers for Hartford Computer Hardware, Inc. (the "**Foreign Representative**"). I swear this affidavit in support of the Foreign Representative's request for an order recognizing the Claims Bar Date Order and the CRO Order (each as defined below) made by the United States Bankruptcy Court for the Northern District of Illinois Eastern Division (the "**U.S. Court**") in the proceeding commenced by the Chapter 11 Debtors under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "**Chapter 11 Proceeding**") pursuant to section 49 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (the "**CCAA**").

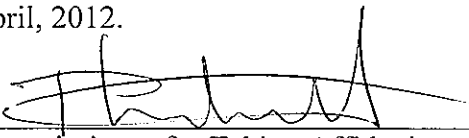
2. On April 12, 2012, the U.S. Court in the Chapter 11 Proceeding made an Order under 11 U.S.C. §§ 105, 501, 502, 503 and 1111(a) and Federal Rules of Bankruptcy Procedure 2002(a)(7) and 3003(c)(3) (I) setting deadline for filing Proofs of Claim, (II) approving proposed form of Proof of Claim and procedures for filing such Proofs of Claim, and (III) approving form, manner, and sufficiency of notice thereof (the "**Claims Bar Date Order**"). A copy of the motion in support and the Claims Bar Date Order is attached hereto as Exhibits "A" and "B", respectively.

3. In addition, on April 12, 2012, the U.S. Court in the Chapter 11 Proceeding made an Order authorizing the employment and retention of Silverman Consulting and Mr. Steven Nerger as Chief Restructuring Officer ("**CRO**") nunc pro tunc to April 3, 2012 (the "**CRO Order**"). A copy of the motion in support and the CRO Order is attached hereto as Exhibits "C" and "D", respectively.

4. Certified copies of the Claims Bar Date Order and the CRO Order will be filed with the Court.

5. I make this affidavit in support of the within Motion and for no other or improper purpose.

SWORN before me at the City of Toronto,  
in the Province of Ontario, this 17<sup>th</sup> day of  
April, 2012.



Commissioner for Taking Affidavits

Kyle B. Plunkett



ALANA SHEPHERD

**EXHIBIT “A”**

**Motion for Claims Bar Date Order**

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.*,<sup>1</sup> ) (Jointly Administrated)  
)  
Debtors. ) Hon. Pamela S. Hollis

**NOTICE OF DEBTORS' MOTION FOR ENTRY OF AN ORDER PURSUANT TO 11 U.S.C. §§ 105, 501, 502, 503 AND 1111(a) AND FEDERAL RULES OF BANKRUPTCY PROCEDURE 2002(a)(7) AND 3003(c)(3) (I) SETTING DEADLINE FOR FILING PROOFS OF CLAIM, (II) APPROVING PROPOSED FORM OF PROOF OF CLAIM AND PROCEDURES FOR FILING SUCH PROOFS OF CLAIM, AND (III) APPROVING FORM, MANNER, AND SUFFICIENCY OF NOTICE THEREOF**

PLEASE TAKE NOTICE that on April 12, 2012 at 10:00 a.m., I shall appear before the Honorable Pamela S. Hollis, Bankruptcy Judge, in Courtroom 644, Dirksen Federal Courthouse, 219 South Dearborn Street, Chicago, Illinois or before any other Bankruptcy Judge who may be sitting in her place and shall present and request an immediate hearing on the Debtors' Motion for Entry of an Order Pursuant to 11 U.S.C. §§ 105, 501, 502, 503 and 1111(a) and Federal Rules of Bankruptcy Procedure 2002(a)(7) and 3003(c)(3) (I) Setting Deadline for Filing Proof of Claim, (II) Approving Proposed Form of Proof of Claim and Procedures for Filing Such Proofs of Claim and (III) Approving Form, Manner, and Sufficiency of Notice Thereof, a copy of which is attached hereto and is herewith served upon you.

Dated: March 15, 2012

Respectfully submitted,

By: /s/ John P. Sieger

John P. Sieger (ARDC No. 6240033)  
Peter A. Siddiqui (ARDC No. 6278445)  
Paige E. Barr (ARDC No. 6282474)  
KATTEN MUCHIN ROSENMAN LLP  
525 West Monroe Street  
Chicago, Illinois 60661-3693  
Telephone: (312) 902-5200  
Facsimile: (312) 902-1061  
[John.Sieger@kattenlaw.com](mailto:John.Sieger@kattenlaw.com)  
[Peter.Siddiqui@kattenlaw.com](mailto:Peter.Siddiqui@kattenlaw.com)

<sup>1</sup> The Debtors are Hartford Computer Hardware, Inc. (FEIN 27-4297525), Nexicore Services, LLC (FEIN 03-0489686), Hartford Computer Group, Inc. (FEIN 36-2973523), and Hartford Computer Government, Inc (FEIN 20-0845960).



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[Paige.Barr@kattenlaw.com](mailto:Paige.Barr@kattenlaw.com)

*Counsel to the Debtors and Debtors in Possession*

**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., <i>et al.</i> , <sup>2</sup>	)	(Joint Administration Pending)
	)	
Debtors.	)	Hon. Pamela S. Hollis

**DEBTORS' MOTION FOR ENTRY OF AN ORDER PURSUANT TO 11 U.S.C.  
§§ 105, 501, 502, 503 AND 1111(a) AND FEDERAL RULES OF BANKRUPTCY  
PROCEDURE 2002(a)(7) AND 3003(c)(3) (I) SETTING DEADLINE FOR FILING  
PROOFS OF CLAIM, (II) APPROVING PROPOSED FORM OF PROOF OF CLAIM  
AND PROCEDURES FOR FILING SUCH PROOFS OF CLAIM, AND (III)  
APPROVING FORM, MANNER, AND SUFFICIENCY OF NOTICE THEREOF**

The above-captioned debtors and debtors in possession (collectively, the "Debtors") submit this motion for entry of an order (i) setting deadline for filing certain proofs of claim, (ii) approving the proposed form of proof of claim and procedures for filing such proofs of claim, and (iii) approving form, manner, and sufficiency of notice thereof. In support of this motion, the Debtors respectfully represent as follows:

**INTRODUCTION**

1. On December 12, 2011 (the "Petition Date"), the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code").<sup>3</sup>

2. The Debtors continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108.

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<sup>2</sup> The Debtors are Hartford Computer Hardware, Inc. (FEIN 27-4297525), Nexicore Services, LLC (FEIN 03-0489686), Hartford Computer Group, Inc. (FEIN 36-2973523), and Hartford Computer Government, Inc (FEIN 20-0845960).

<sup>3</sup> All statutory references herein are to the Bankruptcy Code unless otherwise so noted.

3. No request has been made for the appointment of a trustee or examiner.
4. On December 28, 2011 the United States Trustee appointed an official committee of unsecured creditors in these cases (the "Committee").
5. This Court has jurisdiction over this motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue of the Debtors' chapter 11 cases and this motion is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding under 28 U.S.C. § 157(b)(2).
6. The statutory bases for the relief requested herein are sections 105, 501, 502, and 503 and 1111(a) of the Bankruptcy Code and Rules 2002(a)(7) and 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

#### **BACKGROUND**

7. The Debtors are one of the leading providers of repair and installation services in North America for consumer electronics and computers. The Debtors operate in three complementary business lines: parts distribution and repair, depot repair, and onsite repair and installation. Products serviced include laptop and desktop computers, commercial computer systems, flat-screen television, consumer gaming units, printers, interactive whiteboards, peripherals, servers, POS devices, and other electronic devices.
8. On or around the Petition Date, the Debtors entered into an agreement for the sale (the "Sale") of substantially all of the assets of Hartford Computer Group, Inc. ("HCG") and Nexicore Services, LLC ("Nexicore") to Avnet, Inc. and Avnet International (Canada) Ltd (collectively, the "Purchaser").
9. On the Petition Date, the Debtors filed their Motion Pursuant to 11 U.S.C. §§ 105(a), 363, 365 and Fed. R. Bankr. P. 2002, 6004, 6006 for (I) Entry of an Order (A) Approving Bidding Procedures; (B) Granting Certain Bid Protections; (C) Approving Form and Manner of Sale Notices; (D) Setting Sale Hearing Date in Connection With Sale of Substantially All of



Debtors' Assets; and (II) Entry of an Order (A) Approving the Sale of Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances and Interests; (B) Authorizing the Assumption And Assignment of Certain Executory Contracts and Unexpired Leases; (C) the Assumption of Certain Liabilities; and (D) Granting Certain Related Relief (the "Sale Motion").

10. Following the filing of the Sale Motion, the Debtors marketed the sale of their assets. At the conclusion of the sale process, the Purchaser's bid for the Acquired Assets was accepted and, on February 28, 2012, this Court entered an order approving the Sale of the Acquired Assets to the Purchaser [Doc. No. 208] (the "Sale Order"). The Debtors anticipate closing the Sale transaction in March or April 2012 (the "Closing").

#### **RELIEF REQUESTED**

11. By this Motion, the Debtors seek entry of an order (i) setting the deadline for filing certain proofs of claim, (ii) approving the proposed form of proof of claim and procedures for filing such proofs of claim, and (iii) approving the form, manner, and sufficiency of notice thereof.

12. **Bar Date.** To identify and resolve claims expeditiously, the Debtors request that, except for Claims for compensation and reimbursement awarded under section 330(a) ("Professional Compensation Claims"), the Court fix the deadline for filing proofs of claim for all persons and entities that are creditors holding or wishing to assert "Claims" (as defined in 11 U.S.C. § 101(5)) arising before the Petition Date against any of the Debtors at 5:00 p.m. (prevailing Central time) 60 days after the order approving this Motion is entered (the "Bar Date").

13. The Debtors will mail proofs of claim forms and the related notice of the Bar Date (the "Bar Date Notice"), a copy of which is attached hereto as **Exhibit A**, in accordance with procedures set forth herein within five business days of the entry of the order approving this

Motion. The Debtors request that all creditors be required to file a proof of claim on account of any Claim, including any Claims arising under section 503(b), against any Debtor, except as provided below. The Debtors request that any holder of a Claim against any Debtor who is required, but fails, to file a proof of claim for such Claim in accordance with this Motion (or any order granting this Motion) on or before the Bar Date (i) be forever barred, estopped, and permanently enjoined from asserting such Claim against the Debtors, their successors, or their property (or filing a proof of claim with respect thereto), (ii) not be treated as a Creditor (as defined in 11 U.S.C. § 101(10)) for purposes of voting on, and distribution under, any plan in these Chapter 11 Cases with respect to such Claim, and (iii) not be entitled to receive further notices regarding such Claim.

14. The Debtors request that, at this time, creditors wishing to assert Claims against the Debtors of the types set forth below be deemed to have timely filed proofs of claim with respect such Claims:

- a. Any person or entity that has already filed a proof of claim against any of the Debtors with the Clerk of the Bankruptcy Court for the Northern District of Illinois in a form substantially similar to Official Bankruptcy Form No. 10;
- b. Any person or entity whose Claim is listed on the Debtors' Schedules, provided that (i) the claim is not scheduled as "disputed," "contingent" or "unliquidated" and (ii) the claimant does not disagree with the amount, nature and priority of the Claim as set forth in the Schedules;
- c. Any holder of a Claim that heretofore has previously been allowed by order of the Court;
- d. Any person or entity whose Claim has been paid in full; or
- e. Any holder of a Claim for which a specific deadline has previously been fixed by the Court.

Nothing contained herein, however, should be construed as limiting, abridging, or otherwise affecting the Debtors' right to request that the Court fix a date by which the holder of such a Claim must file a proof of claim.

15. **Application of the Bar Date to Section 503(b) Claims.** Although Section 503(b) does not set a date by which such claims must be asserted, following the sale of Debtors' assets which will close on or before April 2011, any Claims arising under section 503(b), except for Professional Compensation Claims, should be knowable well before the Bar Date. Approval of the Bar Date and related procedures with respect to Claims under section 503(b)(9) except for Professional Compensation Claims would, among other things, permit an expeditious determination of such Claims. As such, the Debtors respectfully request that the Bar Date apply to, among others, Claims under Section 503(b), except for Professional Compensation Claims, and that, to the extent that a creditor holds or wishes to assert a Claim arising under section 503(b) other than Professional Compensation Claims, such creditor be required to identify and assert such Claim and its priority under section 503(b) on its proof of claim before the Bar Date or, as discussed above, be forever barred from asserting it.

16. **Rejection Claims.** The Debtors also request, except as otherwise set forth in any order authorizing rejection of an executory contract or unexpired lease, that any Claim arising from the rejection of an executory contract or unexpired lease be required to be filed by the later of (a) the date set by any other order of the Court related to the rejection of that executory contract or unexpired lease, (b) the Bar Date or (c) thirty (30) days after the effective date of any order authorizing the rejection of an executory contract or unexpired lease (the "Rejection Bar Date").

17. **Debtors' Reservation of Rights.** The Debtors also propose that the relief contained herein should not prejudice their right to object to any Claim, whether filed or scheduled (e.g., as contingent, unliquidated, or disputed) on any ground and that they shall retain the right to (a) dispute, or assert offsets against or defenses to, any filed Claim or any Claim listed or reflected in the Schedules, or any amendments thereto, as to nature, amount, liability, classification, or otherwise, (b) subsequently designate any Claim as disputed, contingent, or unliquidated; provided, however, that if the Debtors amend the Schedules to reduce the undisputed, noncontingent, and liquidated amount or to change the nature or classification of a Claim against the Debtors reflected therein, then the affected claimant shall have until the later of (i) the Bar Date and (ii) 30 calendar days after the date of such notice of the amendment to file a proof of claim or to amend any previously filed proof of claim in respect of such amended scheduled Claim (the "Amended Schedule Bar Date" and, together with the Bar Date and the Rejection Bar Date, the "Bar Dates"), and (c) assert any and all defenses provided for under Bankruptcy Rule 3002(c)(1). Notwithstanding the foregoing, nothing set forth herein would preclude the Debtors from objecting to any Claim, whether scheduled or filed, on any grounds.

18. **Time Fixed for Filing Proofs of Claim and Form of Notice to Creditors.** To facilitate the mailing of the Bar Date Notice, as well as the need to provide the Debtors' creditors with a reasonable opportunity to prepare and file proofs of claim, the Debtors are requesting that the Court fix the Bar Date at 5:00 p.m. (prevailing Central time) 60 days after entry of the order approving this Motion. These procedures will allow the Debtors sufficient time to mail the proofs of claim and Bar Date Notice and will allow the Debtors' Creditors sufficient time in which to file proofs of claim. The Debtors will mail proof of claim forms and the Bar Date Notice in accordance with procedures set forth herein, as soon as practicable following the date

of entry of the order granting this Motion, but in no event later than five business days after entry of the order approving this Motion.

19. The Debtors shall give notice of the Bar Dates by first class United States mail, postage prepaid in substantially the same form as the Bar Date Notice, to the following parties:

- a. the Office of the United States Trustee;
- b. the Internal Revenue Service;
- c. the appropriate state taxing authorities in those states where the Debtors have or previously had tax obligations;
- d. the Committee;
- e. all parties having filed a notice of appearance and request for notices under Bankruptcy Rule 2002(i);
- f. all persons or entities that have filed a proof of claim in these cases;
- g. all known Creditors and other known holders of Claims as of the date of the order granting this Motion, including all persons or entities listed in the Schedules as holdings Claims;
- h. all parties to executory contracts and unexpired leases with the Debtors;
- i. all parties to litigation with the Debtors; and
- j. such additional persons and entities as the Debtors deem appropriate.

In addition to serving the Bar Date Notice to known Creditors, in accordance with Rule 9008 of the Bankruptcy Rules, the Debtors also propose to publish the Bar Date Notice attached hereto as **Exhibit B** once at least twenty (20) days before the Bar Date in the national edition of the Chicago Tribune and the Los Angeles Times (the "**Publication Notice**").

20. **Form of Proof of Claim.** The Debtors propose to serve holders of Claims listed on the Schedules with the Bar Date Notice and a proof of claim form that is substantially similar to Official Form No. 10 ("**Proof of Claim Form**"), a copy of which is attached hereto as **Exhibit C** indicating on the form how the Debtors have scheduled such creditor's Claim in the Schedules

(including the amount of the claim and whether the claim has been scheduled as contingent, unliquidated, or disputed).

21. For administrative convenience, the Bar Date Notice contains notice of the Bar Dates for all four cases of the Debtors. Nevertheless, because each proof of claim must be filed against a particular Debtor, the Bar Date Notice explains the requirement that all proofs of claim name the specific Debtor against which a Creditor asserts a claim. This requirement will make the Debtors' claim analysis more efficient and less costly to their estates.

22. **Procedure for Filing Proofs of Claim.** The Debtors request that, for any proof of claim to be validly and properly filed, the following procedures be followed:

- a. Proofs of claim must conform substantially to Form No. 10 of the Official Bankruptcy Forms;
- b. Proofs of claim must be filed either by mailing or delivering the original proof of claim by hand or overnight courier to Hartford Computer Claims Processing, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, CA 90245;
- c. Proofs of claim will be deemed filed only when received by Kurtzman Carson Consultants LLC on or before the Bar Date;
- d. Proofs of claim must (i) be signed; (ii) include supporting documentation (if voluminous, attach a summary) or an explanation as to why documentation is not available; (iii) be in the English language; and (iv) be denominated in United States currency; and
- e. Proofs of claim are public documents and will be treated as if filed with the Office of the Clerk of the Bankruptcy Court. Further, proofs of claim must be filled out in their entirety as directed on Official Form No. 10 (including but not limited to whether such claim is secured or entitled to an administrative priority) by the Bar Date or forever be barred.

23. **Application of Requested Relief.** The relief requested herein, and the provisions of any Order entered thereon, are meant to apply to all Claims, except Professional Compensation Claims, of whatever character against the Debtors or their property, whether such

Claims are secured or unsecured, entitled or not entitled to priority, liquidated or unliquidated, or fixed or contingent.

**BASIS FOR RELIEF**

24. The Bankruptcy Code broadly defines “claim” to include:

(A) right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or

(B) right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

11 U.S.C. § 101(5). Generally, a claimant must file a proof of claim with the bankruptcy court to assert such a claim in a bankruptcy proceeding. *See* 11 U.S.C. § 501(a). However, in a Chapter 11 bankruptcy, “[a] proof of claim or interest is deemed filed ... for any claim or interest that appears in the schedules filed” in connection with a bankruptcy petition, “except [for] a claim or interest that is scheduled as disputed, contingent, or unliquidated.” 11 U.S.C. § 1111(a).

25. Bankruptcy Rule 3003(c)(3) provides that the Court shall fix the time within which proofs of claim must be filed in a chapter 11 case pursuant to section 501. Bankruptcy Rule 3003(c)(2) provides that any creditor whose claim is not scheduled in the debtor’s schedules or whose claim is scheduled as disputed, contingent or unliquidated must file a proof of claim.

26. Bankruptcy Rule 2002 requires that the court clerk or a party ordered by the court give “at least 20 days’ notice by mail of . . . The time fixed for filing proofs of claim pursuant to Rule 3003(c)” to “the trustee, all creditors and indenture trustees.”

27. It is well-recognized that the claims bar date plays an essential role in the twin goals of bankruptcy – i.e., preserving going concerns and maximizing property available to satisfy creditors. *See Bank of Am. Nat’l. Trust and Sav. Assoc. v. 203 N. LaSalle St. P’ship*, 526 U.S.

434, 453 (1999). The claims bar date allows the debtor and parties in interest to expeditiously determine and evaluate the liabilities of an estate and develop a sound plan of reorganization. Prolonged uncertainty regarding claims would delay and potentially derail this process, undercutting

one of the principal purposes of bankruptcy law[:] to secured within a limited period the prompt and effectual administration and settlement of the debtor's estate. To this end, Bankruptcy Rule 3003(c) requires that claimants against an estate in bankruptcy under Chapter 11 file timely proofs of claim in order to participate in a reorganization.

*Chemetron Corp. v. Jones*, 72 F.3d 341, 346 (3<sup>rd</sup> Cir. 1995).

28. Establishing the deadlines described herein is critical to these Chapter 11 Cases. In addition to driving the claims process, the deadlines herein will insure that creditors receive clear and adequate notice of the Bar Dates so as to protect their interests, and will allow the Debtors to move forward expeditiously in this case.

29. In conjunction with setting the Bar Dates, the Debtors must ensure that all interested parties receive appropriate notice of such dates. To determine the adequacy of the notice given to a creditor, bankruptcy law distinguishes between “known” and “unknown” creditors. *See In re In re Envirodyne Indus., Inc.*, 206 B.R. 468 (Bankr. N.D. Ill. 1997); *S.N.A. Nut Co.*, 198 B.R. 541 (Bankr. N.D. Ill. 1996); *In re Dartmoor Homes, Inc.*, 175 B.R. 659 (Bankr. N.D. Ill. 1994). As the court in *S.N.A. Nut Co.* explained:

When a creditor is unknown to the debtor, publication notice of the claims bar date will satisfy the requirements of due process ... However, if a creditor is known to the debtor, notice by publication is not constitutionally reasonable and actual notice of the relevant bar dates must be afforded to the creditor.

198 B.R. at 543-44. The Supreme Court has characterized a “known” creditor as one whose identify is either known or is “reasonably ascertainable by the debtor.” *Tulsa Prof'l Collection*



*Serv., Inc. v. Pope*, 485 U.S. 478, 490 (1988). An “unknown” creditor is one whose “interests are either conjectural or future or, although they could be discovered upon investigation, do not in due course of business come to knowledge [of the debtor].” *Mullane v. Cent. Hanover Bank & Trust Co.*, 339 U.S. 306, 317 (1950).

30. In defining the efforts required to identify “known” creditors, the court in *Envirodyne Industries* stated:

The debtor is under an obligation to make reasonably diligent efforts to identify creditors and their claims ... Reasonable diligence varies depending on the context. The requisite search focuses on the debtor’s own books and records ... It does not require that a debtor engage in impracticable and extended searches ... in the name of due process ... It is not the debtor’s duty to search out every conceivable or possible creditor or urge that person to make a claim against it.

206 B.R. at 473-74. As for particular efforts a debtor must exert to identify known creditors, “[w]hether a creditor received adequate notice of a bar date ‘depends upon the facts and circumstances of a given case.’” *In re The Grand Union Co.*, 204 B.R. 864, 871 (Bankr. D. Del. 1997) (citing *Oppenheim, Appel, Dixon & Co. v. Bullock (In re Robintech Inc.)*, 863 F.2d 393, 396 (5th Cir.), *cert. denied*, 493 U.S. 811 (1989)). In these Chapter 11 Cases, the Debtors propose to provide actual written notice of the Bar Dates to all known Persons and Entities holding Claims.

31. The Debtors submit that the Bar Date Notice and the Publication Notice will provide Creditors with sufficient information to timely file a properly prepared and executed proof of Claim.

#### NOTICE

32. The Debtors will provide notice of this Motion to the following parties or, in lieu thereof, to their counsel, if known: (a) the Office of the United States Trustee; (b) the Debtors’

secured lenders; (c) the creditors holding the thirty (30) largest unsecured claims on a consolidated basis; (d) the Committee, and (e) all known taxing authorities that have claims against the Debtors. In light of the nature of the relief requested, the Debtors submit that no further notice is required.

**NO PRIOR REQUEST**

33. No prior motion for the relief requested herein has been made to this or any other court.

WHEREFORE, the Debtors respectfully request that the Court enter an order granting the relief requested herein, and such other and further relief as the Court deems just and proper.

Dated: March 15, 2012

Respectfully submitted,

By: /s/ John P. Sieger

John P. Sieger (ARDC No. 6240033)  
Peter A. Siddiqui (ARDC No. 6278445)  
Paige E. Barr (ARDC No. 6282474)  
KATTEN MUCHIN ROSENMAN LLP  
525 West Monroe Street  
Chicago, Illinois 60661-3693  
Telephone: (312) 902-5200  
Facsimile: (312) 902-1061  
[John.Sieger@kattenlaw.com](mailto:John.Sieger@kattenlaw.com)  
[Peter.Siddiqui@kattenlaw.com](mailto:Peter.Siddiqui@kattenlaw.com)  
[Paige.Barr@kattenlaw.com](mailto:Paige.Barr@kattenlaw.com)

*Counsel to the Debtors and Debtors in Possession*

**Exhibit A**

**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., <i>et al.</i> , <sup>1</sup>	)	(Joint Administration Pending)
	)	
Debtors.	)	Hon. Pamela S. Hollis

**NOTICE OF DEADLINES FOR FILING PROOFS OF CLAIM TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST THE ABOVE-CAPTIONED DEBTORS (THE “DEBTORS”):**

The United States Bankruptcy Court for the Northern District of Illinois (the “Bankruptcy Court”) has entered an Order (the “Bar Date Order”) (Docket No. [ ]) establishing June 12, 2012, at 5:00 P.M. (prevailing Central time) as the deadline (the “Bar Date”) for all persons and entities (each a “Creditor” and, collectively, the “Creditors”) to file a proof of claim against any of the Debtors.

The Bar Date and the procedures set forth below are for filing proofs of claim against any of the Debtors that arose on or prior to the filing of the chapter 11 petitions on December 12, 2011 (the “Petition Date”) and those holders of the claims listed in Section 4 below. Except as described below, the Bar Date Order requires that any Claim (as defined in 11 U.S.C. § 101(5) of the Bankruptcy Code)<sup>2</sup> against any of the Debtors be filed with Kurtzman Carson Consultants, LLC (the “Claims Agent”) by submitting a proof of claim to the Claims Agent as provided herein.

**1. WHO MUST FILE A PROOF OF CLAIM**

You **MUST** file a proof of claim in order to vote on any Chapter 11 plan filed by the Debtors or to share in distributions from the Debtors’ bankruptcy estates if you have a claim (as defined in 11 U.S.C. § 101(5) of the Bankruptcy Code) against any of the Debtors except as set forth in Section 4 below. Such claims for which you **MUST** file a proof of claim include: (a) any Claim that is listed in the Debtors’ Schedules (as defined below) as “contingent,” “unliquidated,”

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<sup>1</sup> The Debtors are Hartford Computer Hardware, Inc. (FEIN 27-4297525), Nexicore Services, LLC (FEIN 03-0489686), Hartford Computer Group, Inc. (FEIN 36-2973523), and Hartford Computer Government, Inc (FEIN 20-0845960).

<sup>2</sup> Under section 101(5) of the Bankruptcy Code and as used in this Notice, the term “claim” means: (a) right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

“disputed,” or any combination thereof, if the holder of such Claim desires to participate in any of these chapter 11 cases or share in any distribution in these Chapter 11 cases on account of such Claim; (b) any Claim that is improperly classified in the Schedules or is listed in an incorrect amount if the holder of such Claim to have such Claim allowed in a classification or amount other than as set forth in the Schedules; (c) any Claim that is not listed in the Schedules; and (d) any Claim under section 503(b) of the Bankruptcy Code, except for Claims arising under Section 503(b)(2) of the Bankruptcy Code. Claims based on acts or omissions of the Debtors that occurred on or before the date the Debtors their chapter 11 petitions, December 12, 2011 (the “Petition Date”) must be filed on or before the Bar Date even if such claims are not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before the Petition Date.

## **2. WHAT TO FILE**

Your filed proof of claim must conform substantially to Official Bankruptcy Form No. 10. The Debtors are enclosing a proof of claim form that you may use to file any claim you may have in this case; if your claim is scheduled by any of the Debtors, the form also sets forth the amount of your claim as scheduled by the Debtors and whether the claim is scheduled as disputed, contingent, or unliquidated. Additional proof of claim forms may be obtained at <http://www.ilnb.uscourts.gov/Forms/>. Each proof of claim must be filed against a particular Debtor and must be filled out accordingly.

All proof of claim forms must be signed by the claimant or, if the claimant is not an individual, by a claimant’s authorized agent. It must be written in English and be denominated in United States currency. You should attach to your completed proof of claim copies of any documents on which the claim is based (if voluminous, attach a summary) or an explanation as to why the documents are not available.

**NOTE: PROOFS OF CLAIM ARE PUBLIC DOCUMENTS AND ARE TREATED AS IF FILED WITH THE OFFICE OF THE CLERK OF THE BANKRUPTCY COURT. FURTHER, PROOFS OF CLAIMS MUST BE FILLED OUT IN THEIR ENTIRETY AS DIRECTED ON OFFICIAL BANKRUPTCY FORM NO. 10 (INCLUDING BUT NOT LIMITED TO WHETHER SUCH CLAIM IS SECURED OR ENTITLED TO AN ADMINISTRATIVE PRIORITY) BY THE APPROPRIATE BAR DATE OR FOREVER BE BARRED.**

## **3. WHEN AND WHERE TO FILE**

Except as provided for herein, all proofs of claim must be filed so as to be received by the Claims Agent on or before June 12, 2012 at 5:00 p.m. (prevailing Central time) at the following address by mail, delivery, or overnight carrier:

**Hartford Computer Claims Processing  
c/o Kurtzman Carson Consultants LLC  
2335 Alaska Avenue, El Segundo, CA 90245**

Proofs of claim will be deemed filed only when received at the address above on or before the Bar Date. Proofs of claim may not be delivered by facsimile, telecopy or electronic mail transmission.

**4. WHO NEED NOT FILE A PROOF OF CLAIM**

You do not need to file a proof of claim on or prior to the Bar Date if you are:

- a. Any person or entity that has already filed a proof of claim against any of the Debtors with the Clerk of the Bankruptcy Court for the Northern District of Illinois in a form substantially similar to Official Bankruptcy Form No. 10;
- b. Any person or entity whose Claim is listed on the Debtors' Schedules, provided that (i) the claim is not scheduled as "disputed," "contingent" or "unliquidated" and (ii) the claimant does not disagree with the amount, nature and priority of the Claim as set forth in the Schedules;
- c. Any holder of a Claim that heretofore has previously been allowed by order of the Court;
- d. Any person or entity whose Claim has been paid in full;
- e. Any holder of a Claim arising under Section 503(b)(2) of the Bankruptcy Code; or
- f. Any holder of a Claim for which a specific deadline has previously been fixed by the Court.

This notice is being sent to many persons and entities that have had some relationship with or have done business with the Debtors but may not have an unpaid claim against the Debtors. The fact that you have received this Notice does not necessarily mean that you have a claim or that the Debtors or the Court believes that you have a claim against the Debtors.

**5. EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

In the event that a Claim arises with respect to the Debtors' rejection of an executory contract or unexpired lease, and except as otherwise set forth in any order authorizing rejection of an executory contract or unexpired lease, the holder of such Claim will be afforded the later of (a) the date set by any other order of the Court related to the rejection of that executory contract or unexpired lease, (b) the Bar Date, or (c) 30 days after the entry of the order rejecting the executory contract or unexpired lease.

**6. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE BAR DATE**

ANY HOLDER OF A CLAIM THAT IS NOT EXCEPTED FROM THE REQUIREMENTS OF THIS NOTICE, AS SET FORTH IN SECTION 4 ABOVE, AND THAT

FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM WILL BE BARRED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS AND THEIR CHAPTER 11 ESTATES, FROM VOTING ON ANY PLAN OF REORGANIZATION FILED IN THESE CASES, AND FROM PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTORS' CASES ON ACCOUNT OF SUCH CLAIM.

**7. THE DEBTORS' SCHEDULES AND ACCESS THERETO**

You may be listed as the holder of a claim against one or all of the Debtors in the Debtors' Schedules of Assets and Liabilities and/or Schedules of Executory Contracts and Unexpired Leases (collectively, the "Schedules"). To determine if and how you are listed on the Schedules, please refer to the descriptions set forth on the enclosed proof of claim forms regarding the nature (including whether it is disputed, contingent or unliquidated), amount, and status of your Claim(s). If you received payments after the Petition Date from the Debtors (as authorized by the Court) on account of your claim, the enclosed proof of claim form may not reflect the net amount of your Claims.

As set forth above, if you agree with the nature, amount and status of your Claim as listed in the Debtors' Schedules, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need not file a proof of claim. Otherwise, or if you decide to file a proof of claim, you must do so before the Bar Date in accordance with the procedures set forth in this Notice.

The Debtors' Schedules may be examined and inspected by interested parties during regular business hours online at the office of the Clerk of the United States Bankruptcy Court for the Northern District of Illinois, Dirksen Federal Building, 219 S. Dearborn St., Room 713, Chicago, Illinois 60604. The staff of the Bankruptcy Clerk's Office is prohibited by law from giving legal advice. A copy of the Debtors' Schedules and other information on these chapter 11 cases may be obtained at the website of the Debtors' notice and claims agent at [www.kccellc.net/Hartford](http://www.kccellc.net/Hartford). Creditors wishing to rely on the Schedules are responsible for determining whether their Claims are accurately listed therein.

**A holder of a possible claim against the Debtors should consult an attorney regarding any matters not covered by this notice, such as whether the holder should file a proof of claim.**

[Continued on Following Page]

**8. RESERVATION OF RIGHTS**

The Debtors reserve the right to (a) dispute, or to assert offsets or defenses against, any filed Claim or any Claim listed or reflected in the Schedules as to nature, amount, liability, classification, or otherwise; or (b) subsequently designate any Claim as disputed, contingent, or unliquidated. Nothing set forth in this Bar Date Notice shall preclude the Debtors from objecting to any Claim, whether scheduled or filed, on any grounds.

Dated: March 15, 2012

Respectfully submitted,

By: /s/ John P. Sieger

John P. Sieger (ARDC No. 6240033)  
Peter J. Siddiqui (ARDC No. 6278445)  
Paige E. Barr (ARDC No. 6282474)  
KATTEN MUCHIN ROSENMAN LLP  
525 West Monroe Street  
Chicago, Illinois 60661-3693  
Telephone: (312) 902-5200  
Facsimile: (312) 902-1061  
[John.Sieger@kattenlaw.com](mailto:John.Sieger@kattenlaw.com)  
[Peter.Siddiqui@kattenlaw.com](mailto:Peter.Siddiqui@kattenlaw.com)  
[Paige.Barr@kattenlaw.com](mailto:Paige.Barr@kattenlaw.com)

*Counsel to the Debtors and Debtors in Possession*



**Exhibit B**

**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., <i>et al.</i> , <sup>1</sup>	)	(Joint Administration Pending)
	)	
Debtors.	)	Hon. Pamela S. Hollis

**NOTICE OF DEADLINES FOR FILING PROOFS OF CLAIM TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST THE ABOVE-CAPTIONED DEBTORS (THE “DEBTORS”):**

The United States Bankruptcy Court for the Northern District of Illinois (the “Bankruptcy Court”) has entered an Order (the “Bar Date Order”) (Docket No. [ ]) establishing June 12, 2012, at 5:00 P.M. (prevailing Central time) as the deadline (the “Bar Date”) for all persons and entities (each a “Creditor” and, collectively, the “Creditors”) to file a proof of claim against any of the Debtors.

The Bar Date and the procedures set forth below are for filing proofs of claim against any of the Debtors that arose on or prior to the filing of the chapter 11 petitions on December 12, 2011 (the “Petition Date”) and those holders of the claims listed in Section 4 below. Except as described below, the Bar Date Order requires that any Claim (as defined in 11 U.S.C. § 101(5) of the Bankruptcy Code)<sup>2</sup> against any of the Debtors be filed with Kurtzman Carson Consultants, LLC (the “Claims Agent”) by submitting a proof of claim to the Claims Agent as provided herein.

**1. WHO MUST FILE A PROOF OF CLAIM**

You **MUST** file a proof of claim in order to vote on any Chapter 11 plan filed by the Debtors or to share in distributions from the Debtors’ bankruptcy estates if you have a claim (as defined in 11 U.S.C. § 101(5) of the Bankruptcy Code) against any of the Debtors except as set forth in Section 4 below. Such claims for which you **MUST** file a proof of claim include: (a) any Claim that is listed in the Debtors’ Schedules (as defined below) as “contingent,” “unliquidated,”

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<sup>1</sup> The Debtors are Hartford Computer Hardware, Inc. (FEIN 27-4297525), Nexicore Services, LLC (FEIN 03-0489686), Hartford Computer Group, Inc. (FEIN 36-2973523), and Hartford Computer Government, Inc (FEIN 20-0845960).

<sup>2</sup> Under section 101(5) of the Bankruptcy Code and as used in this Notice, the term “claim” means: (a) right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

“disputed,” or any combination thereof, if the holder of such Claim desires to participate in any of these chapter 11 cases or share in any distribution in these Chapter 11 cases on account of such Claim; (b) any Claim that is improperly classified in the Schedules or is listed in an incorrect amount if the holder of such Claim to have such Claim allowed in a classification or amount other than as set forth in the Schedules; (c) any Claim that is not listed in the Schedules; and (d) any Claim under section 503(b) of the Bankruptcy Code, except for Claims arising under Section 503(b)(2) of the Bankruptcy Code. Claims based on acts or omissions of the Debtors that occurred on or before the date the Debtors their chapter 11 petitions, December 12, 2011 (the “Petition Date”) must be filed on or before the Bar Date even if such claims are not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before the Petition Date.

## **2. WHAT TO FILE**

Your filed proof of claim must conform substantially to Official Bankruptcy Form No. 10, which may be obtained at <http://www.ilnb.uscourts.gov/Forms/>. Each proof of claim must be filed against a particular Debtor and must be filled out accordingly.

All proof of claim forms must be signed by the claimant or, if the claimant is not an individual, by a claimant’s authorized agent. It must be written in English and be denominated in United States currency. You should attach to your completed proof of claim copies of any documents on which the claim is based (if voluminous, attach a summary) or an explanation as to why the documents are not available.

**NOTE: PROOFS OF CLAIM ARE PUBLIC DOCUMENTS AND ARE TREATED AS IF FILED WITH THE OFFICE OF THE CLERK OF THE BANKRUPTCY COURT. FURTHER, PROOFS OF CLAIMS MUST BE FILLED OUT IN THEIR ENTIRETY AS DIRECTED ON OFFICIAL BANKRUPTCY FORM NO. 10 (INCLUDING BUT NOT LIMITED TO WHETHER SUCH CLAIM IS SECURED OR ENTITLED TO AN ADMINISTRATIVE PRIORITY) BY THE APPROPRIATE BAR DATE OR FOREVER BE BARRED.**

## **3. WHEN AND WHERE TO FILE**

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c/o Kurtzman Carson Consultants LLC  
2335 Alaska Avenue, El Segundo, CA 90245**

Proofs of claim will be deemed filed only when received at the address above on or before the Bar Date. Proofs of claim may not be delivered by facsimile, telecopy or electronic mail transmission.

**4. WHO NEED NOT FILE A PROOF OF CLAIM**

You do not need to file a proof of claim on or prior to the Bar Date if you are:

- a. Any person or entity that has already filed a proof of claim against any of the Debtors with the Clerk of the Bankruptcy Court for the Northern District of Illinois in a form substantially similar to Official Bankruptcy Form No. 10;
- b. Any person or entity whose Claim is listed on the Debtors' Schedules, provided that (i) the claim is not scheduled as "disputed," "contingent" or "unliquidated" and (ii) the claimant does not disagree with the amount, nature and priority of the Claim as set forth in the Schedules;
- c. Any holder of a Claim that heretofore has previously been allowed by order of the Court;
- d. Any person or entity whose Claim has been paid in full;
- e. Any holder of a Claim arising under Section 503(b)(2) of the Bankruptcy Code; or
- f. Any holder of a Claim for which a specific deadline has previously been fixed by the Court.

**5. EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

In the event that a Claim arises with respect to the Debtors' rejection of an executory contract or unexpired lease, and except as otherwise set forth in any order authorizing rejection of an executory contract or unexpired lease, the holder of such Claim will be afforded the later of (a) the date set by any other order of the Court related to the rejection of that executory contract or unexpired lease, (b) the Bar Date, or (c) 30 days after the entry of the order rejecting the executory contract or unexpired lease.

**6. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE BAR DATE**

ANY HOLDER OF A CLAIM THAT IS NOT EXCEPTED FROM THE REQUIREMENTS OF THIS NOTICE, AS SET FORTH IN SECTION 4 ABOVE, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM WILL BE BARRED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS AND THEIR CHAPTER 11 ESTATES, FROM VOTING ON ANY PLAN OF REORGANIZATION FILED IN THESE CASES, AND FROM PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTORS' CASES ON ACCOUNT OF SUCH CLAIM.

## **7. THE DEBTORS' SCHEDULES AND ACCESS THERETO**

You may be listed as the holder of a claim against one or all of the Debtors in the Debtors' Schedules of Assets and Liabilities and/or Schedules of Executory Contracts and Unexpired Leases (collectively, the "Schedules").

The Debtors' Schedules may be examined and inspected by interested parties during regular business hours online at the office of the Clerk of the United States Bankruptcy Court for the Northern District of Illinois, Dirksen Federal Building, 219 S. Dearborn St., Room 713, Chicago, Illinois 60604. The staff of the Bankruptcy Clerk's Office is prohibited by law from giving legal advice. A copy of the Debtors' Schedules and other information on these chapter 11 cases may be obtained at the website of the Debtors' notice and claims agent at [www.kccllc.net/Hartford](http://www.kccllc.net/Hartford). Creditors wishing to rely on the Schedules are responsible for determining whether their Claims are accurately listed therein.

If you received payments after the Petition Date from the Debtors (as authorized by the Court) on account of your claim, the Schedules may not reflect the net amount of your Claims.

As set forth above, if you agree with the nature, amount and status of your Claim as listed in the Debtors' Schedules, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need not file a proof of claim. Otherwise, or if you decide to file a proof of claim, you must do so before the Bar Date in accordance with the procedures set forth in this Notice.

A holder of a possible claim against the Debtors should consult an attorney regarding any matters not covered by this notice, such as whether the holder should file a proof of claim.

## **8. RESERVATION OF RIGHTS**

The Debtors reserve the right to (a) dispute, or to assert offsets or defenses against, any filed Claim or any Claim listed or reflected in the Schedules as to nature, amount, liability, classification, or otherwise; or (b) subsequently designate any Claim as disputed, contingent, or unliquidated. Nothing set forth in this Bar Date Notice shall preclude the Debtors from objecting to any Claim, whether scheduled or filed, on any grounds.

John P. Sieger (ARDC No. 6240033)  
Peter J. Siddiqui (ARDC No. 6278445)  
Paige E. Barr (ARDC No. 6282474)  
KATTEN MUCHIN ROSENMAN LLP  
525 West Monroe Street  
Chicago, Illinois 60661-3693  
Telephone: (312) 902-5200  
Facsimile: (312) 902-1061  
[John.Sieger@kattenlaw.com](mailto:John.Sieger@kattenlaw.com)  
[Peter.Siddiqui@kattenlaw.com](mailto:Peter.Siddiqui@kattenlaw.com)  
[Paige.Barr@kattenlaw.com](mailto:Paige.Barr@kattenlaw.com)  
*Counsel to the Debtors and Debtors in Possession*



UNITED STATES BANKRUPTCY COURT NORTH DISTRICT OF ILLINOIS, EASTERN DIVISION		PROOF OF CLAIM
<p style="text-align: center;">Indicate Debtor against which you assert a claim by checking the appropriate box below. <b>(Check only one Debtor per claim form.)</b></p> <div style="display: flex; justify-content: space-between;"> <div style="width: 48%;"> <input type="checkbox"/> Hartford Computer Hardware, Inc. (Case No. 11-49744)  <input type="checkbox"/> Nexicore Services, LLC (Case No. 11-49754) </div> <div style="width: 48%;"> <input type="checkbox"/> Hartford Computer Group, Inc. (Case No. 11-49750)  <input type="checkbox"/> Hartford Computer Government, Inc. (Case No. 11-49752) </div> </div>		
<p><b>NOTE:</b> This form should not be used to make a claim for an administrative expense (other than a claim asserted under 11 U.S.C. § 503(b)(9)) arising after the commencement of the case. A "request" for payment of an administrative expense (other than a claim asserted under 11 U.S.C. § 503(b)(9)) may be filed pursuant to 11 U.S.C. § 503.</p>		
<p>Name of Creditor (the person or other entity to whom the debtor owes money or property):</p>  <p>Name and address where notices should be sent:</p>   <p style="text-align: right;">Telephone No. _____</p>	<div style="border: 1px solid black; padding: 5px;"> <input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. </div> <div style="border: 1px solid black; padding: 5px; margin-top: 5px;"> <p><b>Court Claim Number:</b> _____ (If known)</p> <p><b>Filed on:</b> _____</p> </div>	
<p>Name and address where payment should be sent (if different from above):</p>   <p style="text-align: right;">Telephone No. _____</p>	<div style="border: 1px solid black; padding: 5px;"> <input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. </div> <div style="border: 1px solid black; padding: 5px; margin-top: 5px;"> <input type="checkbox"/> Check this box if you are the debtor or trustee in this case. </div>	
<p><b>1. Amount of Claim as of Date Case Filed:</b> \$ _____</p> <p>If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.</p> <p>If all or part of your claim is entitled to priority, complete item 5.</p> <div style="border: 1px solid black; padding: 5px; margin-top: 5px;"> <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to principal amount of the claim. Attach itemized statement of interest or charges </div>	<p><b>5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a).</b> If any portion of your claim falls in one of the following categories, check the box and state the amount.</p> <p>Specify the priority of the claim.</p> <div style="border: 1px solid black; padding: 5px; margin-top: 5px;"> <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). </div> <div style="border: 1px solid black; padding: 5px; margin-top: 5px;"> <input type="checkbox"/> Wages, salaries, or commissions (up to \$11,725*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier -- 11 U.S.C. § 507(a)(4). </div> <div style="border: 1px solid black; padding: 5px; margin-top: 5px;"> <input type="checkbox"/> Contributions to an employee benefit plan -- 11 U.S.C. § 507(a)(5). </div> <div style="border: 1px solid black; padding: 5px; margin-top: 5px;"> <input type="checkbox"/> Up to \$2,600* of deposits toward purchase lease, or rental of property or services for personal, family, or household use -- 11 U.S.C. § 507(a)(7). </div> <div style="border: 1px solid black; padding: 5px; margin-top: 5px;"> <input type="checkbox"/> Taxes or penalties owed to governmental units -- 11 U.S.C. § 507(a)(8). </div> <div style="border: 1px solid black; padding: 5px; margin-top: 5px;"> <input type="checkbox"/> Other -- Specify applicable paragraph of 11 U.S.C. § 507(a)(____). </div>	
<p><b>2. Basis for Claim:</b> _____ (See instruction #2 on reverse side.)</p>	<p><b>Amount entitled to priority:</b></p> <p style="text-align: center;">\$ _____</p> <p><small>* Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small></p>	
<p><b>3. Last four digits of any number by which creditor identifies debtor:</b> _____</p> <p><b>3a. Debtor may have scheduled account as:</b> _____ (See instruction #3a on reverse side.)</p>	<p style="text-align: center;"><b>FOR COURT USE ONLY</b></p>	
<p><b>4. Secured Claim</b> (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.</p> <p><b>Nature of property or right of setoff:</b>    <input type="checkbox"/> Real Estate    <input type="checkbox"/> Motor Vehicle    <input type="checkbox"/> Other</p> <p><b>Describe:</b></p> <p><b>Value of Property:</b> \$ _____ <b>Annual Interest Rate:</b> _____%</p> <p><b>Amount of arrearage and other charges as of time case filed included in secured claim, if any:</b> \$ _____ <b>Basis for perfection:</b> _____</p> <p><b>Amount of Secured Claim:</b> \$ _____ <b>Amount Unsecured:</b> \$ _____</p>	<p><b>6. Claim Pursuant to 11 U.S.C. § 503(b)(9):</b> Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before December 12, 2011, the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim. \$ _____</p>	
<p><b>7. Credits:</b> The amount of all payments on this claim has been credited for the purpose of making this proof of claim.</p> <p><b>8. Documents:</b> Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.)</p> <p><b>DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.</b></p> <p>If the documents are not available, please explain:</p>  <p><b>Date:</b> _____</p>	<p><b>Signature:</b> The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.</p>     	

B 10 (Modified Official Form 10) (04/10) – Cont.

**INSTRUCTIONS FOR PROOF OF CLAIM FORM**

*The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.*

**Items to be completed in Proof of Claim form**

**Court, Name of Debtor, and Case Number:**

Fill in the federal judicial district where the bankruptcy case was filed (for example, District of Delaware), the bankruptcy debtor's name, and the bankruptcy case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is located at the top of the notice.

**Creditor's Name and Address:**

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

**1. Amount of Claim as of Date Case Filed:**

State the total amount owed to the creditor on the date of the Bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

**2. Basis for Claim:**

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if the trustee or another party in interest files an objection to your claim.

**3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:**

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

**3a. Debtor May Have Scheduled Account As:**

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

**4. Secured Claim:**

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

**5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507(a):**

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

**6. Claim Pursuant to 11 U.S.C. § 503(b)(9):**

Check this box if you have a claim arising from the value of any goods received by the Debtor within 20 days before December 12, 2011, the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of the Debtor's business. Attach documentation supporting such claim. (See DEFINITIONS, below.)

**7. Credits:**

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

**8. Documents:**

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). If the claim is based on the delivery of health care goods or services, see instruction 2. Do not send original documents, as attachments may be destroyed after scanning.

**Date and Signature:**

The person filing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

**DEFINITIONS**

**Debtor**

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

**Creditor**

A creditor is the person, corporation, or other entity owed a debt by the debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101(10).

**Claim**

A claim is the creditor's right to receive payment on a debt owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101(5). A claim may be secured or unsecured.

**Proof of Claim**

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

**Secured Claim Under 11 U.S.C. § 506(a)**

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car.

A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

**Unsecured Claim**

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

**Claim Entitled to Priority Under 11 U.S.C. § 507(a)**

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

**Redacted**

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

**Evidence of Perfection**

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

**INFORMATION**

**Acknowledgment of Filing a Claim**

To receive acknowledgment of your filing, please enclose a stamped self-addressed envelope and a copy of this proof of claim. You may view a list of filed claims in this case by visiting the Claims and Noticing Agent's website at <http://www.kccellc.net/lhartford>.

**Offers to Purchase a Claim**

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

PLEASE SEND COMPLETED PROOFS OF CLAIM TO:

Hartford Claims Processing Center  
c/o Kurtzman Carson Consultants LLC  
2335 Alaska Avenue  
El Segundo, CA 90245





UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
Eastern Division

In Re:	)	BK No.: 11-49744
HARTFORD COMPUTER HARDWARE,	)	(Jointly Administered)
INC., et al.	)	Chapter: 11
	)	Honorable Pamela S. Hollis
	)	
Debtor(s)	)	

**ORDER UNDER 11 U.S.C. §§ 105, 501, 502, 503 AND 1111(a) AND FEDERAL RULES OF  
BANKRUPTCY PROCEDURE 2002(a)(7) AND 3003(c)(3) (I) SETTING DEADLINE FOR  
FILING PROOFS OF CLAIM, (II) APPROVING PROPOSED FORM OF PROOF OF CLAIM  
AND PROCEDURES FOR FILING SUCH PROOFS OF CLAIM, AND  
(III) APPROVING FORM, MANNER, AND SUFFICIENCY OF NOTICE THEREOF**

This matter coming before the Court on the Motion of the Debtors for an Order fixing the deadline and establishing procedures for filing proofs of claim and approving the form, manner and sufficiency of notice thereof (the "Motion," capitalized terms used herein shall have the meaning given to them in the Motion); the Court having reviewed the Motion 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 Motion having been sufficient under the circumstances; and the Court having determined that the legal and factual basis set forth in the Motion establish just cause for the relief granted herein;

IT IS HEREBY ORDERED as follows:

1. The Motion is GRANTED as set forth herein.
2. All objections to the Motion 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 Motion was proper, timely, adequate and sufficient under the particular circumstances.
4. Except as otherwise provided herein, Creditors holding or wishing to assert a Claim, whether unsecured or secured, priority or nonpriority, including any administrative expense claim arising under section 503(b) of the Bankruptcy Code (except for Professional Compensation Claims) against any Debtor, shall be required to file a proof of such Claim in writing so that it is actually received on or before 5:00 p.m. (prevailing Central time) June 12, 2012 (the "Bar Date"), on a separate, completed, and executed proof of claim form (conforming substantially to Official Form No. 10) on account of any such Claims in accordance with the procedures set forth below.
5. Any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease is required to be filed by the later of (a) the date set by any other order of the Court related to the rejection of that executory contract or unexpired lease, (b) the applicable Bar Date or (c) 30 days after the entry of the order rejecting the executory contract or unexpired lease.

6. If the Debtors amend or supplement the Schedules subsequent to the date hereof, the Debtors shall give notice of any amendment or supplement to the holders of claims affected thereby, and such holders shall be afforded 30 days from the date of such notice to file proofs of claim in respect of their claims or be barred from doing so, and shall be given notice of such deadline.

7. The following procedures for the filing of proofs of claim shall apply:

- A. Proofs of claim must conform substantially to the Proof of Claim Form;
- B. Proofs of claim must be filed either by mailing or delivering the original proof of claim by hand or overnight courier to Hartford Computer Claims Processing, c/o Kurtzman Carson Consultants, LLC, 2335 Alaska Avenue, El Segundo, CA 90245;
- C. Proofs of claim will be deemed filed only when received by Kurtzman Carson Consultants, LLC on or before the applicable Bar Date;
- D. Proofs of claim must (i) be signed; (ii) include supporting documentation (if voluminous, attach a summary) or an explanation as to why documentation is not available; (iii) be in the English language; and (iv) be denominated in United States currency; and
- E. Proofs of claim are public documents and will be treated as if filed with the Office of the Clerk of the Bankruptcy Court. Further, proofs of claim must be filled out in their entirety as directed on Official Form No. 10 (including but not limited to whether such claim is secured or entitled to an administrative priority) by the applicable Bar Date or forever be barred.

8. The following persons or entities shall be deemed to have filed a proof of claim prior to the applicable Bar Date:

- A. Any person or entity that has already filed a proof of claim against any of the Debtors with the Clerk of the Bankruptcy Court for the Northern District of Illinois in a form substantially similar to Official Form No. 10;
- B. Any person or entity whose Claim is listed on the Debtors' Schedules, provided that (i) the claim is not scheduled as "disputed," "contingent" or "unliquidated" and (ii) the claimant does not disagree with the amount, nature and priority of the Claim as set forth in the Schedules;
- C. Any holder of a Claim that heretofore has previously been allowed by order of the Court;
- D. Any person or entity whose Claim has been paid in full; or
- E. Any holder of a Claim for which a specific deadline has previously been fixed by the Court.

9. Nothing in this Order shall prejudice the right of the Debtors or any other party in interest to dispute or assert offsets or defenses to any Claim reflected in the Schedules. The Debtors also reserve their rights and any and all defenses provided for under Bankruptcy Rule 3002(c)(1).

10. Any holder of a Claim against any of the Debtors who is required, but fails, to file a proof of claim on account of such Claim in accordance with this Order on or before the Bar Date shall (i) be forever barred, estopped, and permanently enjoined from asserting such Claim against the Debtors, their successors, or their property (or filing a proof of claim with respect thereto), (ii) not be treated as a Creditor (as defined in 11 U.S.C. § 101(10)) for purposes of voting on, and distribution under, any plan in these Chapter 11 Cases with respect to such Claim, and (iii) not be entitled to receive further notices regarding such Claim.

11. The Bar Date Notice attached to the Motion as Exhibit A is approved and shall be deemed adequate and sufficient notice if served by first-class mail no later than five business days after entry of this order on:

- A. the Office of the United States Trustee;
- B. the Internal Revenue Service;

- C. the appropriate state taxing authorities (in those states where the Debtors have previously had tax obligations);
- D. all parties having filed a notice of appearance and request for notices under Bankruptcy Rule 2002(i);
- E. all persons or entities that have filed a proof of claim in this case;
- F. all known Creditors and other known holders of Claims as of the date of the order granting this Motion, including all persons or entities listed in the Schedules as holding Claims;
- G. all parties to executory contracts and unexpired leases with the Debtors;
- H. all parties to litigation with the Debtors; and
- I. such additional persons and entities as the Debtors deem appropriate.

12. With regard to those holders of Claims listed on the Schedules, the Debtors shall mail (i) one or more Proof of Claim Forms (as appropriate) in substantially the form attached was Exhibit C to the Motion, indicating on the form how the Debtors scheduled such creditor's claim in the Schedules (including the amount of the claim and whether the claim has been scheduled as contingent, unliquidated or disputed) and (ii) the Bar Date Notice in substantially the form attached as Exhibit A to the Motion.

13. Pursuant to Bankruptcy Rule 2002(f), the Debtors shall publish the Bar Date Notice, substantially in the form attached to the Motion as Exhibit B (modified for publication) once in the national edition of The Chicago Tribune and the Los Angeles Times no later than twenty (20) days prior to the Bar Date and such publication shall be deemed good, adequate and sufficient publication notice of the Bar Dates.

14. The Debtors and its Claims Agent are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order.

15. Entry of this Order is without prejudice to the rights of the Debtors to seek a further order of this Court fixing a date by which holders of Claims or Interests not subject to the Bar Dates established herein must file such proofs of claim or interest or be barred from doing so.

16. The terms and conditions of this order shall be immediately effective and enforceable upon its entry.

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

Enter:

Dated:

United States Bankruptcy Judge

**Prepared by:**

John P. Sieger (ARDC No. 6240033)  
Peter A. Siddiqui (ARDC No. 6278445)  
Paige E. Barr (ARDC No. 6282474)  
KATTEN MUCHIN ROSENMAN LLP  
525 West Monroe Street  
Chicago, Illinois 60661-3693  
Telephone: (312) 902-5200  
Facsimile: (312) 902-1061

John.Sieger@kattenlaw.com  
Peter.Siddiqui@kattenlaw.com  
Paige.Barr@kattenlaw.com

Counsel to the Debtors and Debtors in Possession

**EXHIBIT “B”**

**Claims Bar Date Order**

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
Eastern Division

In Re:	)	BK No.: 11-49744
HARTFORD COMPUTER HARDWARE,	)	(Jointly Administered)
INC., et al.	)	Chapter: 11
	)	Honorable Pamela S. Hollis
	)	
	)	
Debtor(s)	)	

**ORDER UNDER 11 U.S.C. §§ 105, 501, 502, 503 AND 1111(a) AND FEDERAL RULES OF  
BANKRUPTCY PROCEDURE 2002(a)(7) AND 3003(c)(3) (I) SETTING DEADLINE FOR  
FILING PROOFS OF CLAIM, (II) APPROVING PROPOSED FORM OF PROOF OF CLAIM  
AND PROCEDURES FOR FILING SUCH PROOFS OF CLAIM, AND  
(III) APPROVING FORM, MANNER, AND SUFFICIENCY OF NOTICE THEREOF**

This matter coming before the Court on the Motion of the Debtors for an Order fixing the deadline and establishing procedures for filing proofs of claim and approving the form, manner and sufficiency of notice thereof (the "Motion," capitalized terms used herein shall have the meaning given to them in the Motion); the Court having reviewed the Motion 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 Motion having been sufficient under the circumstances; and the Court having determined that the legal and factual basis set forth in the Motion establish just cause for the relief granted herein;

IT IS HEREBY ORDERED as follows:

1. The Motion is GRANTED as set forth herein.
2. All objections to the Motion 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 Motion was proper, timely, adequate and sufficient under the particular circumstances.
4. Except as otherwise provided herein, Creditors holding or wishing to assert a Claim, whether unsecured or secured, priority or nonpriority, including any administrative expense claim arising under section 503(b) of the Bankruptcy Code (except for Professional Compensation Claims) against any Debtor, shall be required to file a proof of such Claim in writing so that it is actually received on or before 5:00 p.m. (prevailing Central time) June 12, 2012 (the "Bar Date"), on a separate, completed, and executed proof of claim form (conforming substantially to Official Form No. 10) on account of any such Claims in accordance with the procedures set forth below.
5. Any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease is required to be filed by the later of (a) the date set by any other order of the Court related to the rejection of that executory contract or unexpired lease, (b) the applicable Bar Date or (c) 30 days after the entry of the order rejecting the executory contract or unexpired lease.

6. If the Debtors amend or supplement the Schedules subsequent to the date hereof, the Debtors shall give notice of any amendment or supplement to the holders of claims affected thereby, and such holders shall be afforded 30 days from the date of such notice to file proofs of claim in respect of their claims or be barred from doing so, and shall be given notice of such deadline.

7. The following procedures for the filing of proofs of claim shall apply:

- A. Proofs of claim must conform substantially to the Proof of Claim Form;
- B. Proofs of claim must be filed either by mailing or delivering the original proof of claim by hand or overnight courier to Hartford Computer Claims Processing, c/o Kurtzman Carson Consultants, LLC, 2335 Alaska Avenue, El Segundo, CA 90245;
- C. Proofs of claim will be deemed filed only when received by Kurtzman Carson Consultants, LLC on or before the applicable Bar Date;
- D. Proofs of claim must (i) be signed; (ii) include supporting documentation (if voluminous, attach a summary) or an explanation as to why documentation is not available; (iii) be in the English language; and (iv) be denominated in United States currency; and
- E. Proofs of claim are public documents and will be treated as if filed with the Office of the Clerk of the Bankruptcy Court. Further, proofs of claim must be filled out in their entirety as directed on Official Form No. 10 (including but not limited to whether such claim is secured or entitled to an administrative priority) by the applicable Bar Date or forever be barred.

8. The following persons or entities shall be deemed to have filed a proof of claim prior to the applicable Bar Date:

- A. Any person or entity that has already filed a proof of claim against any of the Debtors with the Clerk of the Bankruptcy Court for the Northern District of Illinois in a form substantially similar to Official Form No. 10;
- B. Any person or entity whose Claim is listed on the Debtors' Schedules, provided that (i) the claim is not scheduled as "disputed," "contingent" or "unliquidated" and (ii) the claimant does not disagree with the amount, nature and priority of the Claim as set forth in the Schedules;
- C. Any holder of a Claim that heretofore has previously been allowed by order of the Court;
- D. Any person or entity whose Claim has been paid in full; or
- E. Any holder of a Claim for which a specific deadline has previously been fixed by the Court.

9. Nothing in this Order shall prejudice the right of the Debtors or any other party in interest to dispute or assert offsets or defenses to any Claim reflected in the Schedules. The Debtors also reserve their rights and any and all defenses provided for under Bankruptcy Rule 3002(c)(1).

10. Any holder of a Claim against any of the Debtors who is required, but fails, to file a proof of claim on account of such Claim in accordance with this Order on or before the Bar Date shall (i) be forever barred, estopped, and permanently enjoined from asserting such Claim against the Debtors, their successors, or their property (or filing a proof of claim with respect thereto), (ii) not be treated as a Creditor (as defined in 11 U.S.C. § 101(10)) for purposes of voting on, and distribution under, any plan in these Chapter 11 Cases with respect to such Claim, and (iii) not be entitled to receive further notices regarding such Claim.

11. The Bar Date Notice attached to the Motion as Exhibit A is approved and shall be deemed adequate and sufficient notice if served by first-class mail no later than five business days after entry of this order on:

- A. the Office of the United States Trustee;
- B. the Internal Revenue Service;



- C. the appropriate state taxing authorities (in those states where the Debtors have previously had tax obligations);
- D. all parties having filed a notice of appearance and request for notices under Bankruptcy Rule 2002(i);
- E. all persons or entities that have filed a proof of claim in this case;
- F. all known Creditors and other known holders of Claims as of the date of the order granting this Motion, including all persons or entities listed in the Schedules as holding Claims;
- G. all parties to executory contracts and unexpired leases with the Debtors;
- H. all parties to litigation with the Debtors; and
- I. such additional persons and entities as the Debtors deem appropriate.

12. With regard to those holders of Claims listed on the Schedules, the Debtors shall mail (i) one or more Proof of Claim Forms (as appropriate) in substantially the form attached was Exhibit C to the Motion, indicating on the form how the Debtors scheduled such creditor's claim in the Schedules (including the amount of the claim and whether the claim has been scheduled as contingent, unliquidated or disputed) and (ii) the Bar Date Notice in substantially the form attached as Exhibit A to the Motion.

13. Pursuant to Bankruptcy Rule 2002(f), the Debtors shall publish the Bar Date Notice, substantially in the form attached to the Motion as Exhibit B (modified for publication) once in the national edition of The Chicago Tribune and the Los Angeles Times no later than twenty (20) days prior to the Bar Date and such publication shall be deemed good, adequate and sufficient publication notice of the Bar Dates.

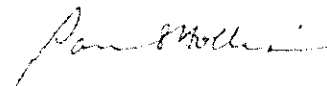
14. The Debtors and its Claims Agent are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order.

15. Entry of this Order is without prejudice to the rights of the Debtors to seek a further order of this Court fixing a date by which holders of Claims or Interests not subject to the Bar Dates established herein must file such proofs of claim or interest or be barred from doing so.

16. The terms and conditions of this order shall be immediately effective and enforceable upon its entry.

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

Enter:



Honorable Pamela S. Hollis

United States Bankruptcy Judge

Dated: April 12, 2012

**Prepared by:**

John P. Sieger (ARDC No. 6240033)  
Peter A. Siddiqui (ARDC No. 6278445)  
Paige E. Barr (ARDC No. 6282474)  
KATTEN MUCHIN ROSENMAN LLP  
525 West Monroe Street  
Chicago, Illinois 60661-3693  
Telephone: (312) 902-5200  
Facsimile: (312) 902-1061  
John.Sieger@kattenlaw.com  
Peter.Siddiqui@kattenlaw.com

**EXHIBIT “C”**

**Motion for CRO Order**

**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.*,<sup>1</sup> ) (Jointly Administered)  
)  
Debtors. ) Hon. Pamela S. Hollis

**NOTICE OF DEBTORS' APPLICATION FOR AN ORDER PURSUANT TO 11 U.S.C.  
§§ 105(a) AND 363(b) AUTHORIZING THE EMPLOYMENT AND RETENTION OF  
SILVERMAN CONSULTING AND STEVEN NERGER AS CHIEF RESTRUCTURING  
OFFICER NUNC PRO TUNC TO APRIL 3, 2012**

PLEASE TAKE NOTICE that on April 12, 2012 at 10:00 a.m., I shall appear before the Honorable Pamela S. Hollis, Bankruptcy Judge, in Courtroom 644, Dirksen Federal Courthouse, 219 South Dearborn Street, Chicago, Illinois or before any other Bankruptcy Judge who may be sitting in her place and shall present and request an immediate hearing on the Debtors' Application for an Order Pursuant to 11 U.S.C. § 105(a) and 363(b) Authorizing the Employment and Retention of Silverman Consulting and Steven Nerger as Chief Restructuring Officer Nunc Pro Tunc to April 3, 2012, a copy of which is attached hereto and is herewith served upon you.

Dated: March 29, 2012

Respectfully submitted,

By: /s/ Peter A. Siddiqui  
John P. Sieger (ARDC No. 6240033)  
Peter A. Siddiqui (ARDC No. 6278445)  
Paige E. Barr (ARDC No. 6282474)  
KATTEN MUCHIN ROSENMAN LLP  
525 West Monroe Street  
Chicago, Illinois 60661-3693  
Telephone: (312) 902-5200  
Facsimile: (312) 902-1061  
[John.Sieger@kattenlaw.com](mailto:John.Sieger@kattenlaw.com)  
[Peter.Siddiqui@kattenlaw.com](mailto:Peter.Siddiqui@kattenlaw.com)  
[Paige.Barr@kattenlaw.com](mailto:Paige.Barr@kattenlaw.com)  
*Counsel to the Debtors and Debtors in  
Possession*

<sup>1</sup> The Debtors are Hartford Computer Hardware, Inc. (FEIN 27-4297525), Nexicore Services, LLC (FEIN 03-0489686), Hartford Computer Group, Inc. (FEIN 36-2973523), and Hartford Computer Government, Inc (FEIN 20-0845960).



**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., <i>et al.</i> , <sup>1</sup>	)	(Jointly Administered)
	)	
Debtors.	)	Hon. Pamela S. Hollis

**DEBTORS' APPLICATION FOR AN ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND  
363(b) AUTHORIZING THE EMPLOYMENT AND RETENTION OF SILVERMAN  
CONSULTING AND STEVEN NERGER AS CHIEF RESTRUCTURING OFFICER  
NUNC PRO TUNC TO APRIL 3, 2012**

The above-captioned debtors and debtors in possession (collectively, "Debtors") submit this application to this Court for the entry of an order authorizing the retention and employment of Silverman Consulting ("Silverman")<sup>2</sup> and Steven Nerger ("Mr. Nerger"), the managing partner of Silverman, as chief restructuring officer pursuant to sections 105(a) and 363(b) of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the "Bankruptcy Code"). In support of this application, Debtors submit the declaration of Mr. Nerger attached hereto as Exhibit A (the "Silverman Declaration") and respectfully represent as follows:

**INTRODUCTION**

1. This Court has jurisdiction over this motion under 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is proper under 28 U.S.C. §§ 1408 and 1409.

2. The statutory basis for the relief requested herein are sections 105 and 363 of the Bankruptcy Code.

---

<sup>1</sup> The Debtors are Hartford Computer Hardware, Inc. (FEIN 27-4297525), Nexicore Services, LLC (FEIN 03-0489686), Hartford Computer Group, Inc. (FEIN 36-2973523), and Hartford Computer Government, Inc (FEIN 20-0845960).

## BACKGROUND

3. On December 12, 2011 (the “Petition Date”), each Debtor filed a voluntary petition for relief with this Court under chapter 11 of title 11 of the Bankruptcy Code. The petitions initiated bankruptcy cases: *In re Hartford Computer Hardware, Inc.* (Case No. 11-49744), *In re Hartford Computer Group, Inc.* (Case No. 11-49750), *In re Nexicore Services, LLC* (Case No. 11-49754) and *In re Hartford Computer Government, Inc.* (Case No. 11-49752) (collectively, these “Chapter 11 Cases”). These Chapter 11 Cases are being jointly administered under *In re Hartford Computer Hardware, Inc.* (Case No. 11-49744).

4. Debtors operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. On December 28, 2011, the United States Trustee appointed an Official Committee of Unsecured Creditors (the “Committee”) pursuant to 11 U.S.C. § 1102(a)(1). No trustee or examiner has been appointed in these cases.

6. Debtors are one of the leading providers of repair and installation services in North America for consumer electronics and computers. Debtors operate in three complementary business lines: parts distribution and repair, depot repair, and onsite repair and installation. Products serviced include laptop and desktop computers, commercial computer systems, flat-screen television, consumer gaming units, printers, interactive whiteboards, peripherals, servers, POS devices, and other electronic devices.

7. On or around the Petition Date, Debtors entered into an agreement for the sale (the “Sale”) of substantially all of the assets of Hartford Computer Group, Inc. (“HCG”) and Nexicore Services, LLC (“Nexicore”) to Avnet, Inc. and Avnet International (Canada) Ltd. (together, the “Purchaser”).

---

<sup>2</sup> All references to Silverman herein shall also include Mr. Nerger.

8. Accordingly, on the Petition Date, Debtors filed a Motion Pursuant to 11 U.S.C. §§ 105(a), 363, 365 and Fed. R. Bankr. P. 2002, 6004, 6006 for (I) Entry of an Order (A) Approving Bidding Procedures; (B) Granting Certain Bid Protections; (C) Approving Form and Manner of Sale Notices; (D) Setting Sale Hearing Date in Connection With Sale of Substantially All of Debtors' Assets; and (II) Entry of an Order (A) Approving the Sale of Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances and Interests; (B) Authorizing the Assumption And Assignment of Certain Executory Contracts and Unexpired Leases; (C) the Assumption of Certain Liabilities; and (D) Granting Certain Related Relief (the "Sale Motion").

9. Debtors thereafter conducted a sale process, at the conclusion of which, the Purchaser's bid for Debtors' assets was accepted. On February 28, 2012, this Court entered an order approving the Sale of the assets to the Purchaser [Doc. No. 208]. Debtors anticipate closing the Sale transaction on April 2, 2012 (the "Closing").

10. Following the Closing, nearly all of the Debtors' employees, including all of the Debtors' officers, will cease working for the Debtors and will be hired by the Purchaser. Consequently, immediately upon Closing, the Debtors will require a chief restructuring officer to assist them as an estate representative in the filing of a plan for the liquidation of their remaining assets and winding down of the bankruptcy estates.

11. Debtors have entered into an agreement with Silverman to provide such services to Debtors following the Closing. A copy of Silverman's engagement letter is attached hereto as Exhibit B (the "Engagement Letter").

#### **RELIEF REQUESTED**

12. By this application, Debtors seeks entry of an order authorizing them to employ and retain Silverman, including Mr. Nerger, the managing partner of Silverman, as chief

restructuring officer, in connection with the administration of these Chapter 11 Cases following the Closing.

### **BASIS FOR RELIEF REQUESTED**

#### **A. Qualifications of Silverman and Mr. Nerger.**

13. Debtors seek to retain and employ Silverman and Mr. Nerger because, among other things, Silverman and Mr. Nerger have extensive experience and excellent reputations in providing high quality financial and restructuring advice. The knowledge, resources, capabilities and experience of Silverman and Mr. Nerger in assisting Debtors are crucial to Debtors' chapter 11 strategy to achieve the best possible outcome for all constituencies.

14. Silverman is a Chicago-based, nationally recognized consulting firm that specializes in corporate restructurings, operations improvements, litigations analytics, and bankruptcy case management services. Silverman has extensive experience working with and for distressed companies in and out of chapter 11 and throughout the United States. Silverman's professionals have advised debtors, creditors, and equity constituents in numerous bankruptcy cases, which advisory services have included financial analysis and budgeting, forecasting, cash management, operational assessments and improvements, and the provision of interim management. Silverman has advised companies ranging in size from \$2 million to over \$1.5 billion in a broad range of industries. Silverman is dedicated to providing focused senior-level attention at every aspect of these Chapter 11 Cases, combined with high quality advice and top-tier execution, to help its clients maximize value and/or achieve other specified objectives.

15. Mr. Nerger, has over 20 years of experience in financial restructuring, and is the managing partner at Silverman. He has provided a full range of crisis management services throughout the country to distressed companies, including interim management and debtor

advisory work, bankruptcy preparation and management. Mr. Nerger has managed numerous liquidations including serving as the assignee for the benefit of creditors for companies that have ranged in size from \$5 million to over \$125 million. He has also acted as a Chapter 11 trustee and oversaw the wind down and sale of over 150 locations of a building products and home improvement chain resulting in the pay down of over \$250 million in debt. Mr. Nerger has also served as chief restructuring officer in a significant number of complex transactions including, among others, an indoor water park resort, a supplier of publications for the business and visitor industry and an international supplier of flower bulbs.

**B. Services to be Rendered.**

16. Pursuant to the terms of the Engagement Letter, Silverman has agreed, among other things, to provide the services of (a) Mr. Nerger, as chief restructuring officer and estate representative, and (b) certain other Silverman employees as necessary, to act as temporary employees of Debtors.

17. Mr. Nerger and Silverman will assist Debtors in operating on a day-to-day basis as necessary to wind down and close Debtors' bankruptcy estates and these Chapter 11 Cases, including, but in no way limited to, the following duties:

- a. Oversee and review the final post-closing adjustments to the purchase price received from the sale of Debtors' assets;
- b. Assist with any post-Closing transitional issues;
- c. Oversee and review reconciliation of claims against Debtors, including cure and rejection claims of certain of Debtors' customers;
- d. Oversee and review state and federal tax matters, including the filing of final returns and withdrawal of Debtors' state registrations;



- e. Assist with Post-Petition reporting requirements, including the filing of monthly operating reports and quarterly US Trustee reports;
- f. Provide support for and manage Debtors' currently pending and any future litigation;
- g. Serve as Debtors' representative in meetings and discussions with the Committee, the U.S. Trustee and other interested parties, to the extent necessary;
- h. Assist in and direct the development of a plan of liquidation for the Debtors;
- i. Manage Debtors' analysis and payment of administrative expenses;
- j. Collect amounts owed to Debtors, including, but in no way limited to, proceeds from the sale of the Debtors' assets, deposits held by third parties on behalf of Debtors, including insurance carriers, landlords and vendors;
- k. Oversee completion of all matters necessary to wind-down matters in Canada;
- l. Assist in and oversee the claims administration, avoidance action and creditor distribution process and execution of any plan confirmed by Debtors;
- m. Assist in winding-down all remaining corporate entities;
- n. Assist with other wind-down activities as necessary; and
- o. Assist and direct Debtors' legal counsel, to the extent necessary, with post-closing and wind-down matters.

18. In light of the upcoming Closing, Debtors believe Silverman and Mr. Nerger must immediately commence their duties on behalf of Debtors and their business, practices, books and records and other related items to avoid any disruption in the transition to Mr. Nerger and Silverman following the Closing and to avoid leaving Debtors without management or a representative for any period of time.

**C. Professional Compensation.**

19. The Engagement Letter provides that Silverman shall be compensated for the services provided thereunder at hourly rates ranging from \$140 to \$650 per hour. Mr. Nerger's hourly rate is \$380 per hour. Silverman will limit its aggregate compensation from the date of its employment to August 31, 2012 to \$125,000. The billing rates reflect, among other things, geographical differentials, differences in experience levels within classifications, and differences between types of services. Silverman's hourly rates are adjusted periodically and may be increased by Silverman in accordance with its normal billing practices.

20. Debtors and Silverman have also agreed that Silverman will be compensated for reasonable expenses incurred by Silverman and Mr. Nerger on Debtors' behalf, including, but not limited to, reasonable and customary out-of-pocket expenses that are billed directly to the engagement such as certain telephone, overnight mail, messenger, travel, meals, accommodations, and other expenses specifically related to the engagement.

21. The overall compensation structure described herein and as set forth in detail in the Engagement Letter is comparable to compensation generally charged by restructuring advisory firms of similar stature as Silverman for similar engagements, both in and out of court, and is straightforward and economical. Neither Mr. Nerger nor any other employee of Silverman is entitled to direct compensation or bonuses from Debtors, rather they will continue to draw their salaries and receive benefits from Silverman, thus relieving Debtors of any related payroll expenses for employees of Silverman.

22. Because Silverman is not being employed as a professional under section 327 of the Bankruptcy Code, it will not submit fee applications pursuant to Bankruptcy Code sections 330 and 331. Instead, Silverman will comply with the following procedures:

- a. No earlier than the 20th day of each calendar month, Silverman shall serve a copy of its monthly invoice (the "Monthly Statement") for the prior month (the "Compensation Period") on: (i) the Office of the United States Trustee; (ii) counsel to Debtors; (iii) counsel to Debtors' prepetition secured lender and post-petition secured lender, Delaware Street Capital Master Fund, L.P.; and (iv) counsel to Committee appointed in the Debtors' cases (collectively, the "Notice Parties").
  - b. Each Notice Party will have ten (10) days after service of a Monthly Statement to object thereto (the "Objection Deadline"). Upon the expiration of the Objection Deadline, Debtors shall be authorized to pay Silverman the amounts requested.\
  - c. If any Notice Party objects to a Monthly Statement, it must file with the Court and serve on Silverman and each of the Notice Parties, a written objection (the "Objection"), which must be received by Silverman and the Notice Parties on or before the Objection Deadline. Debtors are authorized to pay Silverman all amounts not subject to the Objection. Thereafter, the objecting party and Silverman may attempt to resolve the Objection on a consensual basis. If the parties are unable to reach a resolution of the Objection within twenty (20) days after service of the Objection, Silverman may file a motion seeking resolution of the Objection with the Court.
23. As set forth in the Engagement Letter and pursuant to the "Jay Alix Protocol":
- a. Silverman and its affiliates shall not act in any other capacity (for example, and without limitation, as a financial advisor, claims agent/claims administrator, or investor/acquirer) in connection with these Chapter 11 Cases.
  - b. In the event Debtors seek to have Silverman personnel assume executive officer positions that are different than the positions disclosed in this application, or to materially change the terms of the engagement by either (i) modifying the functions of personnel, (ii) adding new personnel, or (iii) altering or expanding the scope of the engagement, a motion to modify the retention shall be filed.
  - c. No principal, employee, or independent contractor of Silverman and its affiliates shall serve as a director of any of Debtors during the pendency of these Chapter 11 Cases.
  - d. Debtors are permitted to indemnify those persons serving as executive officers and temporary employees on the same terms as provided to Debtors' other officers and directors under the corporate bylaws and

applicable state law, along with insurance coverage under Debtors' applicable policies.

- e. There shall be no indemnification of Silverman or its affiliates.
- f. For a period of three years after the conclusion of the engagement, neither Silverman nor any of its affiliates shall make any investments in Debtors.
- g. Silverman shall disclose any and all facts that may have a bearing on whether the firm, its affiliates, and/or any individuals working on the engagement hold or represent any interest adverse to Debtors, their creditors, or other parties-in-interest. The obligation to disclose identified in this subparagraph is a continuing obligation.

**D. Lack of Adverse Interest in Debtors.**

24. Silverman did not provide services to Debtors prior to the Petition Date and, as of the Petition Date, no amounts were due and owing from Debtors to Silverman.

25. Attached hereto as Exhibit A is a copy of the Silverman Declaration, which sets forth Silverman's connections with parties-in-interest in these case. Based upon its review of the Silverman Declaration, Debtors believe that Silverman is eligible for retention in these Chapter 11 Cases.

**E. Retention and Employment of Silverman and Mr. Nerger Is Proper Under Section 363 of the Bankruptcy Code.**

26. Section 363(b) of the Bankruptcy Code provides, in part, that a debtor-in-possession "after notice and hearing, may use, sell or lease, other than in the ordinary course of business, property of the estate." 11 U.S.C. § 363(b). Under applicable case law, in this and other circuits, if a debtor's proposed use of its assets pursuant to Section 363(b) of the Bankruptcy Code represents a reasonable business judgment on part of the debtor, such use should be approved. *See, e.g., Comm. of Equity Sec. Holders v. Lionel Co. (In re Lionel Corp.)*, 722 F.2d 1063, 1070 (2d Cir. 1983); *Stephens Indus., Inc. v. McClung*, 789 F.2d 386, 390 (6th Cir. 1986); *Myers v. Martin (In re Martin)*, 91 F.3d 389, 395 (3d Cir. 1996) (citing *Fulton State*

*Bank v. Schipper (In re Schipper)*, 933 F.2d 513, 515 (7th Cir. 1991)); *In re Delaware & Hudson R.R. Co.*, 124 B.R. 169, 176 (D. Del. 1991) (courts have applied the “sound business purpose” test to evaluate motions brought pursuant to Section 363(b)); *Committee of Asbestos-Related Litigants v. Johns-Manville Corp. (In re Johns Manville Corp.)*, 60 B.R. 612, 616 (Bankr. S.D.N.Y. 1986) (“Where the debtor articulates a reasonable basis for its business decisions (as distinct from a decision made arbitrarily or capriciously), courts will generally not entertain objections to debtor’s conduct”).

27. The retention of corporate officers is proper under Section 363 of the Bankruptcy Code. Numerous courts have authorized retention of officers and professionals to perform crisis management services and interim management services under section 363 of the Bankruptcy Code. *See, e.g. M. Myers v. Martin (In re Marin)*, 91 F.3d 389, 395 (3d Cir. 1996) (citing *Fulton State Bank v. Schipper (In re Schipper)*, 933 F.2d 513, 515 (7th Cir. 1991)); *Comm. Of Equity Sec. Holders v. Lionel Corp. (In re Lionel Corp.)*, 722 F.2d 1063, 1070 (2d Cir. 1983); *In re Delaware & Hudson Ry. Co.*, 124 RR. 169, 175-76 (D. DeL. 1991) (courts have applied the “sound business purpose” test to evaluate motions brought pursuant to section 363(b)); *Comm. of Asbestos-Related Litigants v. Johns-Manville Corp. (In re Johns-Manville Corp.)*, 60 B.R. 612, 616 (Ban. S.D.N.Y. 1986) (“Where the debtor articulates a reasonable basis for its business decisions (as distinct from a decision made arbitrarily or capriciously), courts will generally not entertain objections to the debtor's conduct”).

28. Debtors submit that the employment of Silverman and Mr. Nerger under the terms contained in the Engagement Letter and the attached proposed order would greatly benefit Debtors’ estates and creditors.

**NOTICE**

29. Notice of this application has been provided to all parties requesting notice in these Chapter 11 Cases, including, but not limited to: (a) the Office of the United States Trustee; (b) counsel to Debtors' senior secured lender, Delaware Street Master Fund, LP; (c) counsel to the Committee and (d) the 2002 notice list. In light of the nature of the relief requested, Debtors submit that no further notice is required.

**NO PRIOR REQUEST**

30. No previous application for the relief requested herein has been made by Debtors to this or any other court.

WHEREFORE, Debtors respectfully request entry of an order, substantially in the form attached hereto, authorizing Debtors to employ and retain Silverman, and certain employees of Silverman, including but not limited to Mr. Nerger, a senior managing director of Silverman, as chief restructuring officer, on the terms set forth in the Engagement Letter and granting such other and further relief as is just and proper.

Dated: March 29, 2012

Respectfully submitted,

**KATTEN MUCHIN ROSENMAN LLP**

By: /s/ Peter A. Siddiqui  
John P. Sieger (ARDC No. 6240033)  
Peter A. Siddiqui (ARDC No. 6278445)  
Paige E. Barr (ARDC No. 6282474)  
KATTEN MUCHIN ROSENMAN LLP  
525 West Monroe Street  
Chicago, Illinois 60661-3693  
Telephone: (312) 902-5200  
Facsimile: (312) 902-1061  
John.Sieger@kattenlaw.com  
Peter.Siddiqui@kattenlaw.com  
Paige.Barr@kattenlaw.com  
*Counsel to Debtors and Debtors in Possession*

Exhibit A  
[SILVERMAN AFFIDAVIT]

**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., <i>et al.</i> , <sup>1</sup>	)	(Joint Administration Pending)
	)	
Debtors.	)	Hon. Pamela S. Hollis

**DECLARATION OF STEVEN A. NERGER IN SUPPORT OF  
DEBTORS' APPLICATION FOR AN ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND  
363(b) AUTHORIZING THE EMPLOYMENT AND RETENTION OF SILVERMAN  
CONSULTING AND STEVEN NERGER AS CHIEF RESTRUCTURING OFFICER  
NUNC PRO TUNC TO APRIL 3, 2012**

Steven A. Nerger, under penalty of perjury, deposes and says:

1. I am the managing partner of Silverman Consulting ("Silverman"). I make this declaration in support of Debtors' Application for an Order Authorizing the Employment and Retention of Silverman and Steven Nerger as Chief Restructuring Officer Nunc Pro Tunc to April 3, 2012 (the "Application").<sup>2</sup>

2. The statements set forth in this declaration are based upon my personal knowledge, upon information and belief, and upon client matter records kept in the ordinary course of business that were reviewed by me or other personnel of Silverman or its affiliates.

3. Except as set forth herein, to my knowledge based on reasonable inquiry, (i) Silverman and the principals and directors of Silverman that are anticipated to provide the services for which Silverman is to be retained in these Chapter 11 Cases, do not hold or represent

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<sup>1</sup> The Debtors are Hartford Computer Hardware, Inc. (FEIN 27-4297525), Nexicore Services, LLC (FEIN 03-0489686), Hartford Computer Group, Inc. (FEIN 36-2973523), and Hartford Computer Government, Inc (FEIN 20-0845960).



any interest adverse to Debtors and their estates and (ii) Silverman has no connection to Debtors, Debtors' significant creditors, other known significant parties-in-interest in these Chapter 11 Cases, or to the attorneys and accountants that are known to us to be assisting Debtors or the Committee except as described below. As such, I believe Silverman may be retained pursuant to the Application in these Chapter 11 Cases.

4. Silverman did not provide services to Debtors prior to the Petition Date and, as of the Petition Date, no amounts were due and owing from Debtors to Silverman.

5. To the best of my knowledge, information and belief, insofar as I have been able to ascertain after reasonable inquiry, other than in connection with these cases, neither I nor Silverman or any of its principals, employees, agents, or affiliates, have any connection with Debtors, their secured parties, their top 30 unsecured creditors or the parties requesting notice in this case, except, based upon the search using the parties described above, Silverman has in the past represented, and may in the future represent Wells Fargo Bank, N.A. or its borrowers, in matters wholly unrelated to the Debtors or these Chapter 11 Cases. The Debtors have waived any conflict created by Silverman's representation of such entities in unrelated matters

6. To check upon and disclose possible relationships with parties-in-interest in these Chapter 11 Cases, Silverman researched its client databases and performed reasonable due diligence to determine whether it or its affiliates had any relationships with the parties listed on Exhibit 1 attached hereto.

7. Despite the efforts described above to identify and disclose Silverman's connections with the parties-in-interest, because Silverman is a nationwide firm with thousands of personnel, and because Debtors are a large enterprise, Silverman is unable to state with

---

2 Capitalized terms used but not defined in this declaration shall have the meaning assigned to those terms in the Application.

certainty that every client relationship or other connection has been disclosed. In this regard, if Silverman discovers additional information that it determines requires disclosure, it will file a supplemental disclosure with the Court promptly.

8. Subject to the Court's approval and pursuant to the terms and conditions of the Engagement Letter, the above services will be billed at Silverman's hourly rates hourly rates ranging from \$140 to \$650 per hour. My hourly rate is \$380 per hour. Silverman will limit its aggregate compensation from the date of its employment to August 31, 2012 to \$125,000.

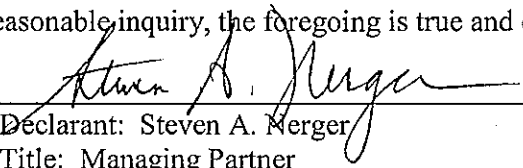
9. The billing rates reflect, among other things, geographical differentials, differences in experience levels within classifications, and differences between types of services being provided. In the normal course of business, Silverman revises its regular hourly rates to reflect changes in responsibilities, increased experience, and increased costs of doing business. Accordingly, Silverman requests that the aforementioned rates be revised to the applicable hourly rates that will be in effect from time to time. Changes in applicable hourly rates will be noted on the invoices for the first time period in which the revised rates became effective.

10. Silverman has received no promises regarding compensation in these Chapter 11 Cases other than in accordance with the Bankruptcy Code and as set forth in this affidavit. With respect to the services to be provided to Debtors, except as set forth herein, Silverman has no agreement with any non-affiliated entity to share any revenues earned in these Chapter 11 Cases.

11. Silverman reserves the right to supplement this affidavit in the event that it discovers any facts bearing on matters described in this affidavit regarding Silverman's employment by Debtors.

[Continued on Following Page]

12. I declare under penalty of perjury under the laws of the United States of America that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

  
Declarant: Steven A. Merger  
Title: Managing Partner

Dated: March 29, 2012

Exhibit 1

[Parties In Interest]

**Parties In Interest**

Abrams & Bayliss LLP	Flextronics Global Services Manches	Quanta Computer Inc.
Aerotek Commercial Staffing	Global Electronics Supplies	Richard C. Friedman
Aerotek ULC	Hartford Computer Government, Inc.	Ripplepak
AMERICAN EXPRESS BANK, FSB	Hartford Computer Group, Inc.	Roman L. Sukley
Apple Computer Inc. DTS	Hartford Computer Hardware, Inc.	Sandra T. Rasnak
ARG Investments	Hewlett-Packard Company	SECURITIES & EXCHANGE COMMISSION
ASSISTANT ATTORNEY GENERAL	I.C.S. INC.	Select Staffing
Avnet, Inc.	IKON Office Solutions, Inc.	Sheperd Pryor IV
Bill Heneghan	ILLINOIS DEPARTMENT OF REVENUE	SILVERMANACAMPORA LLP
Blake, Cassels & Graydon LLP	Ingram Micro, Inc. (EDI)	SKM Equity Fund II, L.P.
Brian Mittman	INTERNAL REVENUE SERVICE	SKM Investment Fund II
C&K Industrial Painting	IRON MOUNTAIN INFORMATION MANAGEMENT INC	SOLUTION TRUST
C&K INDUSTRIAL PAINTING	IT XChange	Sony Electronics Inc.
Cambridge Computer Services Inc.	Jeffrey Snell	SQUIRE SANDERS (US) LLP
Cameron Gulden	Jenner & Block LLP	Staples Advantage
Canada Customs & Revenue Agency	Jerry Tax	Stephen Wolfe
Chris Reilly	Jo Lamoreaux	Subhash Desai
Ciampa M4, LLC	Kathryn Gleason	Synnex Information Tech
Cintas First Aid & Safety	Kurtzman Carson Consultants LLC	Tapo Canyon Warehouse
Connex Service Inc.	Levenfeld Pearlstein, LLC	Tech Data EDI
Constantine Harvalis	M. Gretchen Silver	Timothy Ruppel
Crowe Horwath, LLP	MRR Venture LLC	Toshiba of Canada LTD
CT Corporation	NEC Corporation of America	TRESSLER LLP
Dean C. Harvalis	Nexicore Services, LLC	Tropical Realty & Investments

Delaware Street Capital Master Fund, L.P	OFFICE OF THE ATTORNEY GENERAL IL	Uline
Dell Marketing, L.P.	OFFICE OF THE UNITED STATES ATTORNEY	United Parcel Service
Denise A. DeLaurent	OFFICE OF THE UNITED STATES TRUSTEE	Waxie Sanitary Supply
EDWARDS WILDMAN PALMER LLP	Pamela S. Hollis	WELLS FARGO BANK, NATIONAL ASSOCIATION
Emily Roynesdal	Patrick S. Layng	Wells Fargo Bank, National Association
Enable Systems, Inc.	Prashant Gupta	WINSTON & STRAWN LLP
Enterprise Holdings Inc.	Purolator Courier Ltd.	

Exhibit B  
[Engagement Letter]



March 28, 2012

Mr. Shepherd G. Pryor, IV  
Director  
Hartford Computer Group, Inc.

RE: Chapter 11 Professional Services

Dear Shepherd:

This letter is to confirm the arrangements under which Silverman Consulting ("Silverman") will act as the responsible party for Hartford Computer Group, Inc. and related entities (collectively "Hartford" or "the Companies") during its Chapter 11 proceeding.

Silverman would serve as the responsible party as well as assist Hartford's legal advisors during the Chapter 11 proceeding. Projects that Silverman would be involved with include, but are not limited to, the following:

1. Oversight and review of the final post-closing adjustments;
2. Assisting the buyers with any post-closing transitional matters;
3. Oversight and review of the information necessary to reconcile customer accounts;
4. Oversight and review of state and federal tax returns;
5. Attend meetings and assist in discussions with the creditors' committee, the U.S. Trustee, and other interested parties, to the extent necessary;
6. Assist in providing support for any on-going litigation matters;
7. Assisting with the post-petition reporting requirements;
8. Assist in and oversee the claims administration, avoidance action and creditor distribution process, to the extent necessary;
9. Assist the Companies' legal counsel, to the extent necessary, with the development of the plan of liquidation;
10. Manage, maintain and control the financial management aspects of the Companies post-closing, including preparation of the necessary accounting and disbursement of necessary expenses;
11. Assist in the wind-down of all remaining entities; and
12. Render such other services or such other assistance as the Companies' counsel may deem necessary that are consistent with the role of a responsible party and not duplicative of services provided by other professionals in this proceeding.



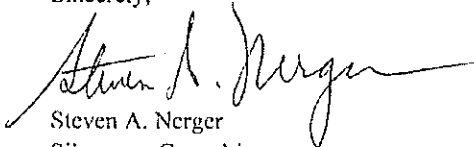


Inasmuch as it is difficult to foresee what our total fees and disbursements will be and since we cannot predict the course of this matter, Hartford understands and agrees that Silverman will bill Hartford at its normal rates of \$140 to \$650 per hour for its services, plus any costs and expenses incurred by Silverman on behalf of the Companies. However, Silverman agrees that its aggregate fees through August 31, 2012 will be capped at a total amount of \$125,000.

This document contains our entire agreement pertaining to our retention. There are no representations, guarantees, or promises other than those expressly set forth herein. We have made no guarantees regarding the disposition of any phase of the Companies' matters.

If this agreement is satisfactory to you, please indicate such acceptance and agreement by signing and returning the enclosed copy.


Sincerely,



Steven A. Nerger  
Silverman Consulting

THE ABOVE IS UNDERSTOOD, APPROVED AND AGREED TO THIS 29th DAY OF  
MARCH, 2012

BY: HARTFORD COMPUTER GROUP, INC.



Shepherd G. Pryor, IV, Director

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
Eastern Division

In Re:	)	BK No.: 11-49744
HARTFORD COMPUTER HARDWARE,	)	(Jointly Administered)
INC., et al.	)	Chapter: 11
	)	Honorable Pamela S. Hollis
	)	
Debtor(s)	)	

**ORDER GRANTING DEBTORS' APPLICATION FOR AN ORDER PURSUANT TO 11 U.S.C.  
§§ 105(a) AND 363(b) AUTHORIZING THE EMPLOYMENT AND RETENTION OF  
SILVERMAN CONSULTING AND STEVEN NERGER AS CHIEF RESTRUCTURING  
OFFICER NUNC PRO TUNC TO APRIL 3, 2012**

This matter having come before the Court upon Debtors' Application for an Order Authorizing the Employment and Retention of Silverman Consulting and Steven A. Nerger As Chief Restructuring Officer Nunc Pro Tunc to April 3, 2012 (the "Application" and all capitalized terms used herein having the same meaning as set forth in the Application unless otherwise so stated), the Court, having reviewed the Application and the Silverman Declaration and having heard the statements of counsel in support of the relief requested in the Application at the hearing before the Court (the "Hearing"), finds that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, this is a core matter pursuant to 28 U.S.C. § 157(b)(2), notice of Application and the Hearing were sufficient under the circumstances and that no further notice need be given, nunc pro tunc retention is necessary and appropriate under the circumstances, and the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein,

**THEREFORE, IT IS HEREBY ORDERED THAT:**

1. The Application is GRANTED as set forth herein.
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. Debtors are authorized, effective as of April 3, 2012, to employ and engage Silverman and employees thereof, including Mr. Nerger as chief restructuring officer, on the terms set forth in the Engagement Letter.
4. Silverman shall be, and hereby is, authorized to perform any and all services for Debtors as set forth in the Engagement Letter.
5. Silverman shall be compensated for such services and reimbursed for all actual, necessary and reasonable expenses or other disbursements incurred in connection with such services in accordance with the Engagement Letter.
6. Silverman is not required to submit fee applications pursuant to sections 330 and 331 of the Bankruptcy Code, but shall comply with the following procedures:

a. No earlier than the 20th day of each calendar month, Silverman shall serve a copy of its monthly invoice (the "Monthly Statement") for the prior month (the "Compensation Period") on: (i) the Office of the United States Trustee; (ii) counsel to Debtors; (iii) counsel to Debtors' prepetition secured lender and post-petition secured lender, Delaware Street Capital Master Fund, L.P.; and (iv) counsel to Committee appointed in the Debtors' cases (collectively, the "Notice Parties").

b. Each Notice Party will have ten (10) days after service of a Monthly Statement to object thereto (the "Objection Deadline"). Upon the expiration of the Objection Deadline, Debtors shall be authorized to pay Silverman the amounts requested.

c. If any Notice Party objects to a Monthly Statement, it must file with the Court and serve on Silverman and each of the Notice Parties, a written objection (the "Objection"), which must be received by Silverman and the Notice Parties on or before the Objection Deadline. Debtors are authorized to pay Silverman all amounts not subject to the Objection. Thereafter, the objecting party and Silverman may attempt to resolve the Objection on a consensual basis. If the parties are unable to reach a resolution of the Objection within twenty (20) days after service of the Objection, Silverman may file a motion seeking resolution of the Objection with the Court.

6. This Order is effective as of April 3, 2012.

7. The Court will retain jurisdiction to continue and enforce the terms of the Application, the Engagement Letter, and this Order.

Enter:

Honorable Pamela S. Hollis  
United States Bankruptcy Judge

Dated:

**Prepared by:**

John P. Sieger (ARDC No. 6240033)  
Peter A. Siddiqui (ARDC No. 6278445)  
Paige E. Barr (ARDC No. 6282474)  
KATTEN MUCHIN ROSENMAN LLP  
525 West Monroe Street  
Chicago, Illinois 60661-3693  
Telephone: (312) 902-5200  
Facsimile: (312) 902-1061  
John.Sieger@kattenlaw.com  
Peter.Siddiqui@kattenlaw.com  
Paige.Barr@kattenlaw.com  
Counsel to Debtors and Debtors in Possession

**EXHIBIT “D”**

**CRO Order**

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., <i>et al.</i> ,	)	(Joint Administration Pending)
	)	
Debtors.	)	Hon. Pamela S. Hollis

ORDER GRANTING DEBTORS' APPLICATION FOR AN ORDER PURSUANT TO  
11 U.S.C. §§ 105(a) AND 363(b) AUTHORIZING THE EMPLOYMENT AND  
RETENTION OF CERTAIN PROFESSIONALS FROM SILVERMAN  
CONSULTING AND STEVEN NERGER AS CHIEF RESTRUCTURING OFFICER  
NUNC PRO TUNC TO APRIL 3, 2012

This matter having come before the Court upon Debtors' Application for an Order Authorizing the Employment and Retention of Silverman Consulting and Steven A. Nerger As Chief Restructuring Officer Nunc Pro Tunc to April 3, 2012 (the "Application" and all capitalized terms used herein having the same meaning as set forth in the Application unless otherwise so stated), the Court, having reviewed the Application and the Silverman Declaration and having heard the statements of counsel in support of the relief requested in the Application at the hearing before the Court (the "Hearing"), finds that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, this is a core matter pursuant to 28 U.S.C. § 157(b)(2), notice of Application and the Hearing were sufficient under the circumstances and that no further notice need be given, *nunc pro tunc* retention is necessary and appropriate under the circumstances, and the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein,

THEREFORE, IT IS HEREBY ORDERED THAT:



1. The Application is GRANTED solely as set forth herein.
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. Debtors are authorized, effective as of April 3, 2012, to employ and engage certain employees of Silverman, including Mr. Nerger as chief restructuring officer, on the terms set forth in the Engagement Letter and this Order. To the extent there are any conflicts between this Order and the Engagement Letter, this Order shall govern.
4. Mr. Nerger has identified that one or more of the following individuals may be employed on matters for the Debtors: Timothy Moran, Terrence Brady, Cezary Turek, Ilya Gnoensky, Ryan Perrone, Hassaan Mansoor, Daniel Rose, Joshua Liebman, and Trevek Sengbusch.
5. Mr. Nerger and the other Silverman professionals shall be, and hereby is, authorized to perform any and all services for Debtors as set forth in the Engagement Letter, as modified by this Order, to assist Debtors in operating on a day-to-day basis and to wind down Debtors' businesses, including the following duties:
  - a. Oversee and review the final post-closing adjustments to the purchase price received from the sale of Debtors' assets;
  - b. Assist with any post-Closing transitional issues;
  - c. Oversee and review reconciliation of claims against Debtors, including cure and rejection claims of certain of Debtors' customers;
  - d. Oversee and review state and federal tax matters, including the filing of final returns and withdrawal of Debtors' state registrations;

- e. Assist with Post-Petition reporting requirements, including the filing of monthly operating reports and quarterly US Trustee reports;
- f. Assist in and oversee the claims administration, avoidance actions, and creditor distribution process, to the extent necessary;
- g. Serve as Debtors' representative in meetings and discussions with the Committee, the U.S. Trustee and other interested parties, to the extent necessary;
- h. Assist in and direct the development of any plan of liquidation for the Debtors;
- i. Manage Debtors' analysis and payment of administrative expenses;
- j. Collect amounts owed to Debtors, including, but in no way limited to, proceeds from the sale of the Debtors' assets, deposits held by third parties on behalf of Debtors, including insurance carriers, landlords and vendors;
- k. Oversee completion of all matters necessary to wind down matters in Canada;
- l. Assist in winding down all remaining corporate entities;
- m. Assist with other wind-down activities as necessary; and
- n. Assist and direct Debtors' legal counsel, to the extent necessary, with post-closing and wind-down matters.

6. Silverman shall be compensated for such services and reimbursed for all actual, necessary and reasonable expenses or other disbursements incurred in connection with such services in accordance with the Engagement Letter and pursuant to the following procedures:

- a. Silverman is not required to submit fee applications pursuant to sections 330 and 331 of the Bankruptcy Code, but shall comply with the following procedures:
- b. No earlier than the 20th day of each calendar month, Silverman shall serve a copy of its monthly invoice (the "Monthly Statement") for the prior month (the "Compensation Period") on: (i) the Office of the United States Trustee; (ii) counsel to Debtors; (iii) counsel to Debtors' prepetition secured lender and post-petition secured lender, Delaware Street Capital

Master Fund, L.P.; and (iv) counsel to Committee appointed in the Debtors' cases (collectively, the "Notice Parties").

- c. Each Notice Party will have ten (10) days after service of a Monthly Statement to object thereto (the "Objection Deadline"). Upon the expiration of the Objection Deadline, Debtors shall be authorized to pay Silverman the amounts requested.
- d. If any Notice Party objects to a Monthly Statement, it must file with the Court and serve on Silverman and each of the Notice Parties, a written objection (the "Objection"), which must be received by Silverman and the Notice Parties on or before the Objection Deadline. Debtors are authorized to pay Silverman all amounts not subject to the Objection. Thereafter, the objecting party and Silverman may attempt to resolve the Objection on a consensual basis. If the parties are unable to reach a resolution of the Objection within twenty (20) days after service of the Objection, Silverman may file a motion seeking resolution of the Objection with the Court.

7. Mr. Nerger, Debtors' counsel, the Committee, and its counsel may, upon reasonable request of the Committee, participate in a brief weekly telephone conferences in which the CRO will provide an update to the Committee regarding matters relating to the Debtors and their chapter 11 cases.

8. Notwithstanding anything to the contrary in the Final Order (I) Authorizing the Debtors to Obtain Post-Petition Financing Pursuant to 11 U.S.C. § 364, (II) Authorizing the Use of Cash Collateral Pursuant to 11 U.S.C. § 363, (III) Granting Adequate Protection to the Prepetition Secured Lender Pursuant to 11 U.S.C. §§ 361 and 363, and (IV) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001 (the "Final Financing Order"), the fees for Silverman incurred in April 2012, in an amount not to exceed \$25,000, shall not count against and/or diminish the Carve-Out, as that term is defined in the Final Financing Order.

9. This Order is effective as of April 3, 2012.



10. The Court will retain jurisdiction to continue and enforce the terms of the Application, the Engagement Letter, and this Order.

ENTER:

Dated: APR 12 2012, 2012

  
UNITED STATES BANKRUPTCY JUDGE

Order Prepared by:

John P. Sieger (ARDC No. 6240033)

Peter A. Siddiqui (ARDC No. 6278445)

Paige E. Barr (ARDC No. 6282474)

**KATTEN MUCHIN ROSENMAN LLP**

525 West Monroe Street

Chicago, Illinois 60661-3693

Telephone: (312) 902-5200

Facsimile: (312) 902-1061

John.Sieger@kattenlaw.com

Peter.Siddiqui@kattenlaw.com

Paige.Barr@kattenlaw.com

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C 36, AS AMENDED

APPLICATION OF HARTFORD COMPUTER HARDWARE, INC. UNDER SECTION 46 OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C 36, AS AMENDED

AND IN THE MATTER OF CERTAIN PROCEEDINGS TAKEN IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF ILLINOIS EASTERN DIVISION WITH RESPECT TO HARTFORD COMPUTER HARDWARE, INC., NEXICORE SERVICES, LLC, HARTFORD COMPUTER GROUP, INC. AND HARTFORD COMPUTER GOVERNMENT, INC. (COLLECTIVELY, THE "CHAPTER 11 DEBTORS")

Court File No.: CV-11-9514-00CL

*ONTARIO*  
**SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

Proceedings commenced at **Toronto**

**AFFIDAVIT OF ALANA SHEPHERD**  
(Sworn on *April 17, 2012*)

**Thornton Grout Finnigan LLP**  
Barristers and Solicitors  
Suite 3200, P.O. Box 329  
Canadian Pacific Tower  
Toronto-Dominion Centre  
Toronto, Ontario M5K 1K7

**John T. Porter (LSUC #23844T)**  
**Kyla Mahar (LSUC# 44182G)**  
Tel: 416-304-1616  
Fax: 416-304-1313

Lawyers for the Chapter 11 Debtors

# TAB 3

**Court File No. CV-11-9514-00CL**

**HARTFORD COMPUTER HARDWARE INC.**

**THIRD REPORT TO THE COURT SUBMITTED BY  
FTI CONSULTING CANADA INC., IN ITS CAPACITY AS  
INFORMATION OFFICER**

**April 17, 2012**

*ONTARIO*  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF CERTAIN PROCEEDINGS TAKEN IN THE  
UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN  
DISTRICT OF ILLINOIS EASTERN DIVISION WITH RESPECT TO THE  
COMPANY LISTED ON SCHEDULE "A" HERETO ("HARTFORD" OR THE  
"CHAPTER 11 DEBTORS")

APPLICATION OF HARTFORD COMPUTER HARDWARE, INC.

UNDER SECTION 46 OF THE  
COMPANIES' CREDITORS ARRANGEMENT ACT,  
R.S.C. 1985, c. C-36, AS AMENDED

THIRD REPORT TO THE COURT  
SUBMITTED BY FTI CONSULTING CANADA INC.  
IN ITS CAPACITY AS INFORMATION OFFICER

**INTRODUCTION**

1. On December 12, 2011, (the "**Filing Date**") the Chapter 11 Debtors filed voluntary petitions under Chapter 11 of Title 11 of the United States Code (the "**Chapter 11 Proceedings**") in the United States Bankruptcy Court for the Northern District of Illinois Eastern Division (the "**US Bankruptcy Court**").

2. On December 13, 2011, Hartford Computer Hardware, Inc. ("**HCH**") pending formal appointment by the US Bankruptcy Court as a foreign representative of the Chapter 11 Debtors (the "**Foreign Representative**"), commenced proceedings (the "**Recognition Proceedings**") before this Honourable Court. As part of the Recognition Proceedings, the Foreign Representative sought and obtained an Order (the "**Interim Initial Order**") granting certain limited interim relief including an interim stay of proceedings until a request for an Initial Recognition Order and a Supplemental Order (each as defined herein) could be heard.
3. On December 15, 2011, the US Bankruptcy Court made an Order authorizing HCH to act as the Foreign Representative of the Chapter 11 Debtors.
4. On December 21, 2011, the Foreign Representative's motion for the relief set out in the Initial Recognition Order (the "**Initial Recognition Order**") and the Supplemental Order (the "**Supplemental Order**") under Part IV of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (the "**CCAA**") was heard and the Initial Recognition Order and the Supplemental Order were granted by this Honourable Court.
5. In accordance with the terms of the Supplemental Order, FTI Consulting Canada Inc. ("**FTI Consulting**" or the "**Information Officer**") was appointed as Information Officer. In its capacity as Information Officer, FTI Consulting is maintaining a website where documents relating to the Recognition Proceedings are being made available <http://cfcanada.fticonsulting.com/hartford>.
6. On December 21, 2011, the Court granted a recognition order in respect of the following orders: Joint Administration Order; Foreign Representative Order; Pre-petition Wages Order; Customer Obligation Order; Prepetition Shipping Order; Insurance Order; Prepetition Taxes Order; Utilities Order; Cash Management Order; Claims Agent Order; and Interim DIP Facility Order.

7. On February 1, 2012, the Court granted a recognition order in respect of the following orders: the Final Post Petition Financing Order; the Utilities Order; and the Bidding Procedures Order as described herein.
8. On March 9, 2012, the Court granted a recognition order in respect of the order for the sale of property of the estates under U.S. Bankruptcy Code § 363 and the assumption and assignment of executory contracts and leases under U.S. Bankruptcy Code § 365 made by the U.S. Bankruptcy Court on February 28, 2012. This transaction closed on April 2, 2012 (the “**Closing**”).
9. On April 10, 2012, an order extending the exclusivity period was made by the US Bankruptcy Court during which the Chapter 11 Debtors may file a plan and solicit acceptance thereto to June 29, 2012 and August 31, 2012, respectively.
10. In April 12, 2012, the following orders were made by the US Bankruptcy Court:
  - (a) An Order authorizing the rejection of certain executor contracts and unexpired leases;
  - (b) An Order fixing the deadline and establishing procedures for filing proofs of claim and approving the form, manner and sufficiency of notice;
  - (c) An Order authorizing the employment and retention of Silverman Consulting and Mr. Steven Nerger (collectively, “**Silverman**”) as Chief Restructuring Officer nunc pro tunc to April 3, 2012;
  - (d) An agreed Order to extend the investigation period; and
  - (e) An Order authorizing a corporate name change for Nexicore Services , LLC, one of the Chapter 11 Debtors.
11. The purpose of this, the Third Report of the Information Officer, is to inform the Court on:

- (a) The Foreign Representative's request for recognition of the order setting the deadline for the filing of proofs of claim, approving the proposed form of proof of claim and the procedures for filing of a proof of claim and approving the form and manner of notice filed with the US Bankruptcy Court in the Chapter 11 Proceedings on April 12, 2012 (the "**Proof of Claims Order**"); and
  - (b) The Foreign Representative's request for recognition of the order authorizing the retention of Silverman as Chief Restructuring Officer ("**CRO**") nunc pro tunc to April 3, 2012 (the "**CRO Order**").
- 12. In preparing this report, FTI Consulting has relied solely on information and documents provided by the Foreign Representative, the Chapter 11 Debtors and their counsel. FTI Consulting has not audited, reviewed or otherwise attempted to independently verify the accuracy of completeness of this information. Accordingly, FTI Consulting expresses no opinion or other form of assurance on the information contained herein.
- 13. Unless otherwise stated, all monetary amounts contained herein are expressed in United States dollars.

#### **THE PROOF OF CLAIMS ORDER**

- 14. The Proof of Claims Order provides for the following with respect to a proof of claims procedure and a claims bar date:
  - (a) That the bar date (the "**Bar Date**") for all claims ("**Claims**") excluding claims for compensation and reimbursement awarded under section 330(a), ("**Professional Compensation Claims**") be set for 5:00 pm Central time on June 12, 2012 (which is 60 days following the granting of the Proof of Claims Order); and
  - (b) That any person who fails to file a proof of claim in accordance with the terms of the Proof of Claims Order:



- (i) be forever barred from asserting such Claim against the Chapter 11 Debtors, their successors, or their property;
- (ii) not be treated as a Creditor (as defined in 11 U.S.C. § 101(10)) for purposes of voting on, and distribution under, any plan in the Chapter 11 Proceedings with respect to such Claim; and
- (iii) not be entitled to receive further notices regarding such Claim.

15. Professional Compensation Claims have been excluded from the Bar Date requirement as it may not be possible to assess the quantum of the claim prior to the Bar Date in the case of the professionals providing services beyond the Bar Date.

16. Pursuant to paragraph 8 of the Proof of Claims Order, certain creditors are deemed to have filed their Claims prior to the Bar Date, if the Claims come under one or more of the following categories:

- (a) Any person or entity that has already filed a proof of claim against any of the Debtors with the Clerk of the Bankruptcy Court for the Northern District of Illinois in a form substantially similar to Official Bankruptcy Form No. 10;
- (b) Any person or entity whose Claim is listed on the Debtors' Schedules, provided that (i) the claim is not scheduled as "disputed," "contingent" or "unliquidated" and (ii) the claimant does not disagree with the amount, nature and priority of the Claim as set forth in the Schedules;
- (c) Any holder of a Claim that heretofore has previously been allowed by order of the Court;
- (d) Any person or entity whose Claim has been paid in full; or

- (e) Any holder of a Claim for which a specific deadline has previously been fixed by the Court.
- 17. Pursuant to paragraph 4 of the Proof of Claims Order, any Claim arising from the rejection of executory contract or unexpired lease is required to be filed by the later of:
  - (a) The date set by any order of the Court related to the rejection of that executory contract or unexpired lease;
  - (b) The applicable Bar Date; or
  - (c) Thirty days after the effective date of any order authorizing the rejection of any executory contract or unexpired lease.
- 18. The claims process includes provisions for the Chapter 11 Debtors to reject or dispute any proof of claims and imposes a time limit of 30 days on any claimant to assert their reasons or defences in respect of their proof of claim.
- 19. The Proof of Claims Order also sets out the noticing requirements and form of notice that will be provided to the creditors of the Chapter 11 Debtors. As part of these notice requirements, all known creditors will receive notice of the Proof of Claims Order.
- 20. The Information Officer has confirmed with the Applicants that, in accordance with the Proof of Claims Order, a copy of Proof of Claims Order, the claim form and instructions on how to fill it out and submit it was sent to every person who was a Canadian employee who:
  - (a) As of the Closing:
    - (i) was employed by Hartford Computer Group, Inc (“**Hartford**”) the only Chapter 11 Debtor with operations in Canada; or

(ii) was on temporary layoff, permanently terminated, or had quit;  
or

(b) As of the Filing Date:

(i) was employed by Hartford; or

(ii) was on temporary layoff or was permanently terminated, or had quit.

21. The Information Officer notes that there is no provision in the noticing requirements to publish a notice in a Canadian newspaper. Pursuant to the Proof of Claims Order, the Chapter 11 Debtors will publish notice of the Bar Date once in each of the national editions of the Chicago Tribune and the Los Angeles Times.

22. The Information Officer is of the view that notwithstanding the lack of publication of notice of the Bar Date in Canada, the interests of the Canadian creditors are adequately protected. As set out above, the Information Officer has confirmed that all persons that may have employee related claims received notice of the process. All other known creditors that are Canadian creditors will receive a proof of claim form, in accordance with paragraph 11 of the Proof of Claims Order. In addition, the Information Officer will publish notice of the Bar Date on the Information Officer's website together with a proof of claim form and link to the Chapter 11 Debtors' restructuring site.

23. The procedure for filing a proof of claim:

(a) Proof of claims must conform substantially to Form No. 10 of the Official Bankruptcy Forms;

(b) Proofs of claim must be filed either by mailing, by hand delivery or by courier to Hartford Computer Claims Processing, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, CA 90245 ("**Kurtzman**");

- (c) Proofs of claim will be deemed filed only when received by Kurtzman on or before the Bar Date;
- (d) Proofs of claim must (i) be signed; (ii) include supporting documentation; (iii) be in the English language; and (iv) be denominated in United States currency; and
- (e) Proofs of claim will be treated as public documents as if filed with the Office of the Clerk of the Bankruptcy Court.

#### **THE CRO ORDER**

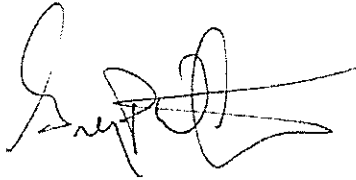
- 24. As part of the Closing, nearly all of the Chapter 11 Debtors employees, including all of the Chapter 11 Debtors' officers ceased working for the Debtors and were hired by the purchaser. Consequently, following the Closing the Chapter 11 Debtors required a chief restructuring officer to assist them as an estate representative in the filing of a plan for the liquidation of their remaining assets and the winding down of the bankruptcy estates.
- 25. The Chapter 11 Debtors entered into an agreement with Silverman to provide CRO services to the Debtors following the Closing.
- 26. The CRO Order appoints Silverman as CRO effective April 3, 2012.

#### **SUMMARY**

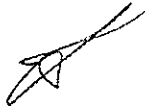
- 27. In considering the information that has been made available to the Information Officer, the Information Officer is of the view that it is fair and appropriate for this Honourable Court to grant an Order recognizing the Proof of Claims Order and the CRO Order described herein and issued in the Chapter 11 Proceeding.
- 28. The Information Officer respectfully submits to the Court this Third Report.

Dated this 17<sup>th</sup> day of April, 2012.

FTI Consulting Canada Inc.  
The Information Officer of  
Hartford Computer Hardware, Inc.

A handwritten signature in black ink, appearing to read 'Greg Watson', with a stylized, flowing script.

Greg Watson  
Senior Managing Director

A handwritten signature in black ink, appearing to read 'Toni Vanderlaan', with a more compact and angular script.

Toni Vanderlaan  
Managing Director

# TAB 4

ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

THE HONOURABLE MR. ) MONDAY, THE 23<sup>RD</sup>  
 )  
JUSTICE MORAWETZ ) DAY OF APRIL, 2012

IN THE MATTER OF THE *COMPANIES' CREDITORS*  
*ARRANGEMENT ACT*, R.S.C. 1985, c. C 36, AS AMENDED

APPLICATION OF HARTFORD COMPUTER HARDWARE, INC.  
UNDER SECTION 46 OF THE  
*COMPANIES' CREDITORS ARRANGEMENT ACT*,  
R.S.C. 1985, c. C 36, AS AMENDED

AND IN THE MATTER OF CERTAIN PROCEEDINGS TAKEN IN  
THE UNITED STATES BANKRUPTCY COURT FOR THE  
NORTHERN DISTRICT OF ILLINOIS EASTERN DIVISION WITH  
RESPECT TO HARTFORD COMPUTER HARDWARE, INC.,  
NEXICORE SERVICES, LLC, HARTFORD COMPUTER GROUP,  
INC. AND HARTFORD COMPUTER GOVERNMENT, INC.  
(COLLECTIVELY, THE "CHAPTER 11 DEBTORS")

ORDER  
(RECOGNITION OF ORDERS OF THE U.S. COURT)

**THIS MOTION**, made by Hartford Computer Hardware, Inc. (the "**Applicant**"), in its capacity as the foreign representative (the "**Foreign Representative**") of the Chapter 11 Debtors in the proceedings commenced on December 12, 2011 in the United States Bankruptcy Court for the Northern District of Illinois Eastern Division (the "**U.S. Court**") under Chapter 11 of Title 11 of the United States Code (the "**Chapter 11 Proceeding**"), pursuant to section 49 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C.-36, as amended (the "**CCAA**") for an Order, substantially in the form enclosed in the Applicant's Motion Record, recognizing

certain Orders granted by the U.S. Court was heard this day at 330 University Avenue, Toronto, Ontario;

**ON READING** the Notice of Motion dated April 17, 2012 (the “**Notice of Motion**”), the affidavit of Alana Shepherd sworn on April 17, 2012, and the third report of FTI Consulting Canada Inc., in its capacity as Information Officer dated April 17, 2012 (the “**Information Officer’s Third Report**”), each filed;

**AND UPON HEARING** the submissions of counsel for the Foreign Representative and counsel for the Information Officer, no one appearing for Delaware Street Capital Master Fund, L.P. (the “**DIP Lender**”) or for any other person on the Service List although duly served as appears from the affidavit of service of Bobbie-Jo Brinkman sworn on April 17, 2012,

## **SERVICE**

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

## **RECOGNITION OF FOREIGN ORDERS**

2. **THIS COURT ORDERS AND DECLARES** that the following orders of the U.S. Court made in the Chapter 11 Proceeding:

- (a) An Order (i) setting deadline for filing Proofs of Claim; (ii) approving proposed form of Proof of Claim and Procedures for filing such Proofs of Claim; and (iii) approving form, manner and sufficiency of notice thereof (the “**Claims Bar Date Order**”); and



- (b) An Order authorizing the retention of Silverman Consulting and Mr. Steven Nerger as Chief Restructuring Officer nunc pro tunc to April 3, 2012 (the “**CRO Order**”),

attached to this Order as Schedules “A” and “B”, respectively, are hereby recognized and given full force and effect in all provinces and territories of Canada pursuant to Section 49 of the CCAA and shall be implemented and become effective in all provinces and territories of Canada upon the issuance of this Order in accordance with their terms.

### **INFORMATION OFFICER’S REPORT**

3. **THIS COURT ORDERS** that the Information Officer’s Third Report and the activities of the Information Officer as described therein be and are hereby approved.

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**SCHEDULE "A"**

**Claims Bar Date Order**

**SCHEDULE “B”**

**CRO Order**

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C 36, AS AMENDED

APPLICATION OF HARTFORD COMPUTER HARDWARE, INC. UNDER SECTION 46 OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C 36, AS AMENDED

AND IN THE MATTER OF CERTAIN PROCEEDINGS TAKEN IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF ILLINOIS EASTERN DIVISION WITH RESPECT TO HARTFORD COMPUTER HARDWARE, INC., NEXICORE SERVICES, LLC, HARTFORD COMPUTER GROUP, INC. AND HARTFORD COMPUTER GOVERNMENT, INC. (COLLECTIVELY, THE "CHAPTER 11 CHAPTER 11 DEBTORS")

Court File No.: CV-11-9514-00CL

*ONTARIO*  
**SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

Proceedings commenced at Toronto

**ORDER  
(RECOGNITION OF U.S. ORDERS)  
(APRIL 23, 2012)**

**Thornton Grout Finnigan LLP**  
Barristers and Solicitors  
Suite 3200, P.O. Box 329  
Canadian Pacific Tower  
Toronto-Dominion Centre  
Toronto, Ontario M5K 1K7

**John T. Porter (LSUC #23844T)**  
**Kyla Mahar (LSUC# 44182G)**  
Tel: 416-304-1616  
Fax: 416-304-1313

Lawyers for the Chapter 11 Debtors

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C 36, AS AMENDED

APPLICATION OF HARTFORD COMPUTER HARDWARE, INC. UNDER SECTION 46 OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C 36, AS AMENDED

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Court File No. CV-11-9514-00CL

*ONTARIO*  
**SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

Proceedings commenced at **Toronto**

**MOTION RECORD**  
(returnable on April 23, 2012)

**Thornton Grout Finnigan LLP**  
Barristers and Solicitors  
Suite 3200, P.O. Box 329  
Canadian Pacific Tower  
Toronto-Dominion Centre  
Toronto, Ontario M5K 1K7

**John T. Porter (LSUC #23844T)**  
**Kyla Mahar (LSUC# 44182G)**  
Tel: 416-304-1616  
Fax: 416-304-1313

Lawyers for the Chapter 11 Debtors