

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 (I) APPROVING THE ADEQUACY OF THE DISCLOSURE STATEMENT, (II) ESTABLISHING PROCEDURES FOR SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT THE PLAN, (III) FIXING THE BAR DATE FOR PROFESSIONAL FEE CLAIMS, (IV) FIXING THE DATE, TIME AND PLACE FOR CONFIRMATION HEARING, AND (V) ESTABLISHING PROCEDURES FOR REJECTION CLAIMS

Upon the motion (the "Motion"; all capitalized terms used herein shall have the meaning set forth in the Motion, unless otherwise so stated) of the Debtors (the "Debtors") for entry of an order (the "Solicitation Procedures Order") pursuant to sections 1125, 1126, and 105 of the Bankruptcy Code, Bankruptcy Rules 2002, 3003, 3016, 3017, 3018, and 3020 and Local Rules 3016-1 and 3018-1 (a) approving, pursuant to section 1125 of the Bankruptcy Code, the adequacy of the Disclosure Statement for the Plan jointly proposed by the Debtors and the Committee and the form and manner of notice of the Disclosure Statement Hearing; (b) establishing procedures for the solicitation and tabulation of votes to accept or reject the Plan; (c) fixing the Professional Fee Claim Bar Date; (d) fixing the date, time, and place for the Confirmation Hearing; and (e) establishing procedures for Rejection Claims; and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Debtors having filed the Plan together with the Disclosure Statement relating thereto, on June 13, 2012, and this Court having scheduled the date, time, and place for Disclosure Statement Hearing, and it appearing that proper and adequate notice of the Disclosure Statement Hearing has been given to all parties in interest in accordance with the Motion; and the Disclosure Statement Hearing having been held on July 24, 2012 and on August 7, 2012; and all parties in interest having been given an opportunity to be heard at the Disclosure Statement Hearing, and all objections to the Motion having been overruled or otherwise disposed of:

NOW, THEREFORE, the Court hereby finds as follows:

- A. The Disclosure Statement complies with due process, the requirements of the Bankruptcy Code and the Bankruptcy Rules and contains "adequate information" as such term is defined in Section 1125 of the Bankruptcy Code;
- B. Proper and adequate notice of the Disclosure Statement Hearing and the time fixed for filing objections to the Disclosure Statement was given to all parties in interest, and such notice complies with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules;
- C. The Solicitation Procedures proposed in the Motion are reasonable, provide a fair and equitable voting process, and are consistent with section 1126 of the Bankruptcy Code and Bankruptcy Rule 3018;



D. The procedures for transmitting the Disclosure Statement, the Plan, the Ballots and the voting instructions are fair, reasonable and adequate and comply with the requirements of Bankruptcy Rule 3017; and

E. Such other relief requested in the Motion and granted herein is warranted under the circumstances and is in the best interests of the Debtors' estates and their creditors.

ACCORDINGLY, after due deliberation, and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Motion is GRANTED as set forth herein.

Approval of the Disclosure Statement

2. The Disclosure Statement is APPROVED.

3. The Debtors are authorized to (a) make non-material changes to the Disclosure Statement and related documents (including, without limitation, the exhibits thereto) and (b) revise the Disclosure Statement and related documents (including, without limitation, the exhibits thereto) to add further disclosure concerning events occurring at or after the Disclosure Statement Hearing, prior to distributing it to each entity that is required to receive the Disclosure Statement, and without further order of this Court; provided that the Debtors shall file copies with the Court of any changed pages blacklined to show changes from the prior version.

The Balloting Agent

4. Kurtzman Carson Consultants LLC, as the Balloting Agent, is hereby authorized to inspect, monitor, and supervise the solicitation process, to serve as the tabulator of the Ballots, to certify to the Court the results of the Balloting, and to serve and distribute other notices and materials in connection with the Plan and Disclosure Statement.

Fixing the Record Date

5. Pursuant to Bankruptcy Rule 3017 and 3018(a), Voting Record Date for purposes of determining which holders of claims are entitled to vote on the Plan and are entitled to receive the Solicitation Materials shall be 5:00 p.m. prevailing Pacific time on the date this Order is entered.

Procedures For Solicitation

6. The voting instructions and the forms of Ballots substantially in the form attached as Exhibits 4-1 and 4-2 to the Motion, are hereby approved.

7. The Impaired Non-Voting Notice, substantially in the form attached as Exhibit 6 to the Motion, is approved.

8. The Solicitation Materials shall include:

(i) copies of the Solicitation Procedures Order, the Disclosure Statement with all exhibits, including

the Plan, and any other current supplements or amendments to those documents; and

(ii) The Confirmation Hearing Notice substantially in the form attached as Exhibit 5 to the Motion that states, among other things, the time fixed by the Bankruptcy Court for: (a) returning Ballots reflecting acceptances and rejections of the Plan; (b) the Confirmation Hearing; and (c) filing objections to confirmation of the Plan.

9. The Debtors, through the Balloting Agent, are directed to transmit by first-class mail copies of the (i) Solicitation Materials; (ii) the appropriate Ballots and applicable voting instructions; (iii) any letters in support of the Plan from the Debtors and/or the Creditors' Committee; and (iv) a pre-addressed, postage pre-paid return envelope to holders of claims in Class 1 (Secured Claims – Delaware Street) and Class 3 (General Unsecured Claims).

10. To the extent the Debtors will not already distribute the Solicitation Materials to the following parties pursuant to this Order, the Debtors, through the Balloting Agent, are directed to transmit by first-class mail a copy of the Solicitation Materials to (i) counsel for the Creditors' Committee; (ii) the United States Trustee; (iii) the Securities and Exchange Commission; and (iv) those persons and entities that have formally requested notice pursuant to Bankruptcy Rule 2002.

11. The Debtors are not required to transmit copies of the Disclosure Statement and Plan to holders of claims in Class 2 (Subordinated Secured Claims) and Class 4 (Equity Interests). Rather, the Debtors, through the Balloting Agent, are directed to transmit by first-class mail to holders of claims in Class 2 (Subordinated Secured Claims) and Class 4 (Equity Interests) the Impaired Non-Voting Notice, substantially in the form attached as Exhibit 6 to the Motion, and the Confirmation Hearing Notice.

12. The Debtors and the Balloting Agent are not required to mail the Solicitation Materials and other notices described herein to those persons or entities to whom the Debtors or the Balloting Agent mailed a notice of the Disclosure Statement Hearing that was returned by the United States Postal Service as undeliverable with no forwarding address. Any failure to mail the Solicitation Materials or other notices described herein to such persons or entities will not constitute inadequate notice of the Confirmation Hearing or Voting Deadline, or a violation of Bankruptcy Rule 3017(d).

Voting Deadline & Procedures

13. All Ballots accepting or rejecting the Plan must actually be received by the Balloting Agent by 5:00 p.m., prevailing Pacific Time, on September 12, 2012 (the "Voting Deadline").

14. For votes to be counted, all holders of claims entitled to vote on the Plan shall properly complete, execute and return their Ballots by (i) first class mail, (ii) overnight courier, or (iii) hand delivery so that they are actually received by the Balloting Agent on or before the Voting Deadline. The method of delivery of Ballots to be sent from each holder of a claim to the Balloting Agent is at the election and risk of each holder and will be deemed made only when the original executed Ballot is actually received by the Balloting Agent. The Debtors are entitled to extend the Voting Deadline as facts and circumstances require.

15. Votes Counted. Any Ballot timely received that contains sufficient information to permit the identification of the claimant and is cast as an acceptance or rejection of the Plan will be counted and will be deemed to be cast as an acceptance or rejection, as the case may be, of the Plan. The foregoing general procedures will be subject to the following exceptions:

i. If no proof of claim is filed then the vote amount shall be the noncontingent, liquidated, undisputed amount as set forth in the Debtors' filed Schedules;

ii. If a Claim is listed in the Schedules as contingent, unliquidated, or disputed and a proof of claim was not (i) filed by the Bar Date or (ii) deemed timely filed by an order of the Bankruptcy Court prior to the Voting Deadline, such Claim shall be disallowed for voting purposes (and for purposes of allowance and distribution under the Plan, unless otherwise ordered by this Court in accordance with the Bar Date Order);

iii. If a Claim is deemed Allowed in accordance with the Plan, such Claim is Allowed for voting purposes in the deemed Allowed amount set forth in the Plan;

iv. If a Claim for which a proof of claim has been timely filed is marked as contingent, unliquidated, or disputed, such Claim shall be temporarily Allowed for voting purposes only, and not for purposes of allowance or distribution, at \$1.00;

v. If a Claim has been estimated or otherwise Allowed for voting purposes by order of the Court, such Claim is temporarily Allowed in the amount so estimated or Allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;

vi. Notwithstanding anything to the contrary contained herein, a creditor who has filed or purchased (a) duplicate claims or (b) claims against one or more of the Debtors arising from the same transaction, shall be provided with only one set of Solicitation Materials and one Ballot and be permitted to vote only a single claim, regardless of whether the Debtors have objected to such duplicate claims; and

vii. If the Debtors have served and filed an objection to a Claim no later than August 14, 2012, such Claim shall be temporarily disallowed to the extent and in the manner as may be set forth in the objection for voting purposes only (and not for the purposes of the allowance or distribution, unless otherwise ordered by the Court prior to the Voting Deadline).

16. Votes Not Counted. The following ballots shall not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected:

i. Any Ballot received after the Voting Deadline (unless the Debtors shall have granted an extension in writing of the Voting Deadline with respect to such ballot);

ii. Any Ballot that is illegible or contains insufficient information to permit the identification of the claimant;

iii. Any Ballot cast in a manner that neither indicates an acceptance nor rejection of the Plan or that indicates both an acceptance and rejection of the Plan;

iv. Any Ballot submitted by facsimile or electronic transmission;

v. Any unsigned Ballot or Ballot not bearing an original signature;

vi. Any Ballot cast by a person or entity that does not hold a claim in a class that is entitled to vote to accept or reject the Plan; or

vii. Any Ballot cast for a claim scheduled as unliquidated, contingent, or disputed and for which (a) no proof of claim was timely filed and (b) no Rule 3018(a) Motion was filed by September 5, 2012.

17. Rule 3018(a) Motions. No later than September 5, 2012, all Rule 3018(a) Motions requesting temporary allowance of a movant's claim for purposes of voting pursuant to Bankruptcy Rule 3018(a) must be filed with the Clerk of the Court and served on the Notice Parties in the manner set forth below so as to be received not later than 5:00 p.m. (prevailing Central Time) on September 5, 2012.

18. Any party timely filing and serving a Rule 3018(a) Motion shall be provided a ballot no later than September 7, 2012 and be permitted to cast a provisional vote to accept or reject the Plan. In the event that the Debtors and such party are unable to resolve any issues raised by the Rule 3018(a) Motion prior to the Voting Deadline, (i) the Debtors may object to the Rule 3018(a) Motion at the Confirmation Hearing (without filing a written objection), (ii) the Balloting Agent shall inform the Court at the Confirmation Hearing whether including the relevant provisional Ballot would affect the outcome of the voting to accept or reject the respective Plan in the relevant class in which the provisional Ballot was cast, and (iii) the Court then shall determine whether the provisional Ballot should be counted as a vote on the Plan.

19. Changing Votes. Whenever two or more ballots are cast voting the same claim prior to the Voting Deadline, the last dated, validly executed, ballot received prior to the Voting Deadline will be deemed to reflect the voter's intent and thus to supersede any prior ballots, provided, however, that where an ambiguity exists as to which ballot was the latest mailed, the Balloting Agent may contact the creditor and calculate the vote according to such voter's stated intent. This procedure is without prejudice to the Debtors' right to object to the validity of the second ballot on any basis permitted by law and, if the objection is sustained, to count the first ballot for all purposes.

20. No Vote Splitting; Effect. Claim splitting is not permitted and creditors who vote must vote all of their claims within a particular class to either accept or reject the Plan.

21. Presumption If No Votes Cast In A Class Entitled to Vote on the Plan. If there are no votes cast in a particular Class that is entitled to vote on the Plan, then the Plan will be deemed accepted by such Class.

Duties of Balloting Agent

22. The Balloting Agent may assist the Debtors in, among other things, mailing the Solicitation Materials, receiving, tabulating, and reporting on ballots cast for or against the Plan by holders of claims against the Debtors, certifying to the Court the results of the balloting, and responding to inquiries from creditors relating to the Plan, the Disclosure Statement, the ballots, and matters related thereto, including, without limitation, the procedures and requirements for voting to accept or reject the Plan and for objecting to the Plan, soliciting votes on the Plan, if necessary, contacting creditors regarding the Plan, and mailing Confirmation Notices to non-voting parties entitled to notice.

21. Prior to the Confirmation Hearing, pursuant to Local Rule 3018-1, the Debtors, with the assistance of the Balloting Agent, shall tally all Ballots and prepare a report of balloting which at a minimum shall include:

i. a description of each class and whether or not it is impaired (for example, "Class I, unsecured creditors, impaired");

ii. for each impaired class, the number of Ballots received, the number of Ballots voting to accept and their aggregate dollar amount, and the number of ballots voting to reject and their aggregate dollar amount;

iii. a concluding paragraph indicating whether the Plan has received sufficient acceptance to be confirmed;

iv. a completed Ballot report form substantially similar to the one posted on the court's web site;

v. appended to the completed Ballot report form, copies of all Ballots not counted for any reason and a statement as to why the same were not counted; and

vi. certification that all Ballots were counted for the classes for which those Ballots were filed except for Ballots appended to the report.

22. At least three days before the Confirmation Hearing, the Debtors' counsel shall (i) file the report of balloting on the Plan with the clerk and (ii) serve notice of such filing together with a copy of the report on the United States Trustee, all parties on the service list, and all parties who have filed objections to confirmation of the Plan. Debtors' counsel shall also file proof of such service and a copy of the notice and report shall be filed with the Court prior to the Confirmation Hearing.

Scheduling the Confirmation Hearing

23. The Confirmation Hearing shall be held before Honorable Pamela S. Hollis, Bankruptcy Judge, in Courtroom 644, Dirksen Federal Courthouse, 219 South Dearborn Street, Chicago, Illinois on September 25, 2012 at 11:00 a.m., or such later date as may be scheduled for the hearing by this Court.

24. The Confirmation Hearing may be continued from time to time by announcement of such continuance in open court without further notice to creditors or other parties-in-interest. Procedures for Notice of the Confirmation Hearing and Filing Objections to Confirmation of the Plan

25. The Debtors shall provide to all parties that receive the Solicitation Materials, a copy of the Confirmation Hearing Notice setting forth, among other things, the time fixed by the Bankruptcy Court for: (a) returning Ballots reflecting acceptances and rejections of the Plan; (b) the Confirmation Hearing; and (c) filing objections to confirmation of the Plan.

26. The Debtors shall provide the Confirmation Hearing Notice to holders of Claims in Class 2 (Subordinated Secured Claims) and Class 4 (Equity Interests) with the Impaired Non-Voting Notice.

27. To the extent the Debtors will not already distribute the Confirmation Hearing Notice to the following parties as set forth in the Motion, the Debtors shall to distribute the Confirmation Hearing Notice to: (i) all parties having filed proofs of claims, or notices of transfers of claims, in the Debtors' Cases prior to the Voting Record Date; (ii) holders of claims listed in the Schedules including those listed as contingent, unliquidated, or disputed; (iii) holders of claims that were paid pursuant to, or expunged by, a prior order of the Court; (iv) all counter-parties to the Debtors' unexpired leases and executory contracts that have not yet been assumed or rejected; and (v) any other known holders of claims against or equity interests in the Debtors as of the Record Date.

28. The Debtors shall publish notice of the Confirmation Hearing ("Publication Notice"), substantially in the form of Exhibit 7 attached to the Motion, once in each national edition of the Chicago Tribune and the Los Angeles Times no later than 28 days prior to the deadline to file objections to confirmation of the Plan.

29. The Publication Notice in the form of Exhibit 7 and the proposed procedure for publishing such notice is reasonable, adequate, and sufficient and that no further notice is necessary with respect to any holder of a claim of which the Debtors do not have actual notice as of the date of entry of the Solicitation Procedures Order.

30. The Confirmation Objection Deadline is 5:00 p.m. (prevailing Central Time) on September 12, 2012.

The Court will only consider timely filed written objections and all objections not timely filed and served in accordance with the provisions of this Order shall be deemed overruled.

31. Objections, if any (including any supporting memoranda) to confirmation of the Plan (i) shall be in writing, (ii) shall comply with the Bankruptcy Code, Bankruptcy Rules and any Local Rules or orders of this Court, (iii) shall set forth the name and contact information of the objector and the nature and amount of any claim or interest asserted by the objector against the estates or property of the Debtors, (iv) shall state with particularity the legal and factual basis for such objection, and (v) shall be filed with this Court, together with proof of service thereof, and served upon the following persons (the "Notice Parties") so as to be received no later than the Confirmation Objection Deadline:

Counsel for the Debtors
Katten Muchin Rosenman LLP
525 West Monroe Street
Chicago, Illinois 60661-3693
Attn: John Sieger

Office of the U.S. Trustee
219 S. Dearborn St.
Room 873
Chicago, Illinois, 60604
Attn: Denise DeLaurent

Counsel for the Official Creditors' Committee of Unsecured Creditors
Levenfeld Pearlstein, LLC
2 N. LaSalle Street
Suite 1300
Chicago, Illinois 60602
Attn: Steven Jakubowski

32. The Debtors shall be permitted to file a reply to any filed objections two days prior to the Confirmation Hearing.

The Professional Fee Claim Bar Date

33. Any and all applications for the final allowance of Professional Fee Claims shall be filed and served upon counsel to the Debtors, counsel to the Creditors' Committee, the United States Trustee, and

all persons on the Debtors' Bankruptcy Rule 2002 service list on or before thirty (30) days after the Effective Date of the Plan (the "Professional Fee Claim Bar Date").

34. A Final Fee Hearing will be held as soon as practicable after the Professional Fee Claim Bar Date. The Debtors' counsel shall file a notice of the Final Fee Hearing with the Court. Such notice shall be posted on the Noticing Agent Website, and served upon counsel for the Creditors' Committee, all Professionals, the United States Trustee and all parties on the Debtors' Bankruptcy Rule 2002 service list.

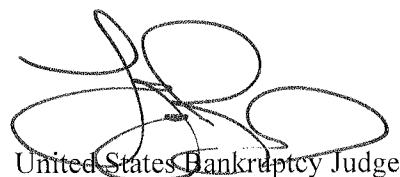
Procedures with Respect to Executory Contracts and Unexpired Leases

35. Any creditor asserting a claim for monetary damages as a result of the rejection of an executory contract or unexpired lease pursuant to the Confirmation Order shall file a proof of claim substantially in the form of Official Form 10 with the Clerk of the Bankruptcy Court ("Rejection Claim"), and serve it upon the Hartford Liquidating Trustee's counsel by overnight mail within fourteen (14) days following the Confirmation Date.

36. If a Rejection Claim is not timely filed, such Claim, if any, shall be forever disallowed and barred. If one or more Rejection Claims are filed, the Hartford Liquidating Trustee may file one or more objections to any Rejection Claims before the Claims Objection Deadline and serve such objection(s) upon the claimant and the claimant's counsel, if any. If a Rejection Claim becomes allowed, in full or in part, such Claim shall be a Class III Claim to the extent such claim becomes allowed.

37. This Court shall retain jurisdiction over all matters related to or arising from the Motion or the interpretation or implementation of this Order.

Enter:



United States Bankruptcy Judge

Dated:

8-8-12

Prepared by:

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