

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

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MR.) MONDAY, THE 23RD
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



1149744120424000000000015

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 19, 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.

ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

APR 23 2012



SCHEDULE "A"

Claims Bar Date Order

In Re:)
HARTFORD COMPUTER HARDWARE,)
INC., et al.)

Debtor(s)

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

SCHEDULE "B"

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 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