

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")

SUPPLEMENTAL AFFIDAVIT OF ALANA SHEPHERD
(*Sworn on December 16, 2011*)

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

1. I am an Associate with Thornton Groat Finnigan LLP, lawyers for Hartford Computer Hardware, Inc. (the "**Applicant**"). I swear this supplemental affidavit in support of the Applicant's Application for an order, *inter alia*, recognizing the Chapter 11 Proceeding (as defined below) as a foreign main proceeding pursuant to Part IV of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C 36.
2. On December 13 2011, the Chapter 11 Debtors commenced proceedings (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 United States Bankruptcy Court for the Northern District of Illinois Eastern Division (the “**U.S. Court**”).

3. On December 15, 2011, the U.S. Court in the Chapter 11 Proceeding made the following Orders (collectively, the “**First Day Orders**”), *inter alia*:

- (a) an Order authorizing Hartford Computer Hardware, Inc. to act as the foreign representative of the Chapter 11 Debtors pursuant to section 1505 under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Bankruptcy Code**”) (the “**Foreign Representative Order**”). A copy of the Foreign Representative Order is attached hereto as Exhibit “A”;
- (b) Orders directing joint administration of the Chapter 11 Debtors’ cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) (collectively, the “**Joint Administration Order**”). A copy of the Joint Administration Order is attached hereto as Exhibit “B”;
- (c) an Order: (i) authorizing payment of prepetition employee obligations and related withholding taxes; (ii) authorizing the prepetition employee benefits and continuation of the employee benefit plans; and (iii) directing all banks to honour prepetition cheques for payment of prepetition employee obligations (the “**Prepetition Wages Order**”). A certified copy of the Prepetition Wages Order is attached hereto as Exhibit “C”;
- (d) an Order authorizing the Chapter 11 Debtors to (i) honour certain prepetition obligations to customers and (ii) continue their customer programs and practices in

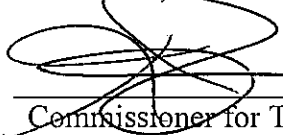
- the ordinary course of business (the “**Customer Obligations Order**”). A copy of the Customer Obligations Order is attached hereto as Exhibit “D”;
- (e) an Order (i) authorizing the payment of certain prepetition shipping charges and (ii) granting certain related relief (the “**Prepetition Shipping Order**”). A certified copy of the Prepetition Shipping Order is attached hereto as Exhibit “E”;
- (f) an Order pursuant to sections 105(a) and 363 of the Bankruptcy Code (i) authorizing the Chapter 11 Debtors to honour prepetition insurance policies and renew such policies in the ordinary course of business and (ii) granting related relief (the “**Insurance Order**”). A copy of the Insurance Order is attached hereto as Exhibit “F”;
- (g) an Order authorizing the Chapter 11 Debtors to pay prepetition sales, use, and other tax obligations (the “**Prepetition Taxes Order**”). A copy of the Prepetition Taxes Order is attached hereto as Exhibit “G”;
- (h) an interim and proposed final Order: (i) prohibiting utilities from altering, refusing, or discontinuing services to, or discriminating against, the debtors; (ii) determining that the utilities are adequately assured of future payment; (iii) establishing procedures for determining requests for additional assurance; and (iv) permitting utility companies to opt out of the procedures established therein (the “**Utilities Order**”). A copy of the Utilities Order is attached hereto as Exhibit “H”;
- (i) an Order approving the continued use of existing bank accounts, business forms, and cash management system, and providing a limited waiver the requirements of section 345(b) of the Bankruptcy Code (the “**Cash Management Order**”). A copy of the Cash Management Order is attached hereto as Exhibit “I”;

- (j) An Order appointing Kurtzman Carson Consultants LLC as the official claims and noticing agent and to provide other essential services to the estates (the “**Claims Agent Order**”). A copy of the Claims Agent Order is attached hereto as Exhibit “J”; and
- (k) an interim Order: (i) authorizing the debtors to obtain post-petition financing pursuant to section 364 of the Bankruptcy Code; (ii) authorizing the use of cash collateral pursuant to section 363 of the Bankruptcy Code; (iii) granting adequate protection to the prepetition secured lender pursuant to sections 361 and 363 of the Bankruptcy Code; and (iv) scheduling a final hearing pursuant to Bankruptcy Rule 4001 (the “**Interim DIP Facility Order**”). The Interim DIP Facility Order is currently in the process of being issued by the U.S. Court. A copy of the Interim DIP Facility Order will be provided to the Service List in this proceeding when it is available.

4. Certified copies of the First Day Orders will be filed with the Court.

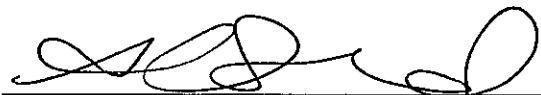
5. I make this affidavit in support of the within Application and for no other or improper purpose.

SWORN before me at the City of Toronto,
in the Province of Ontario, this 16th day of
December, 2011.



Commissioner for Taking Affidavits

Kim Ferrara



ALANA SHEPHERD

EXHIBIT "A"

Foreign Representative Order

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

In re:) Chapter 11
)
HARTFORD COMPUTER HARDWARE,)
INC., *et al.*,¹) Case No. 11-49744 (PSH)
) (Joint Administration Pending)
)
Debtors.) Hon. Pamela S. Hollis

**ORDER AUTHORIZING HARTFORD COMPUTER HARDWARE, INC. TO ACT AS
THE FOREIGN REPRESENTATIVE OF THE DEBTORS**

This matter coming before the Court on the Motion of the Debtors for an pursuant to section 1505 of title 11 of the United States Code (the "Bankruptcy Code"), for authorization for Hartford Computer Hardware, Inc. to act as the foreign representative of the Debtors in Canada in order to seek recognition of the Chapter 11 Cases on behalf of the Debtors, and to request that the Ontario Superior Court of Justice (Commercial List) (the "Ontario Court") lend assistance to this Court in protecting the Debtors' property, and to seek any other appropriate relief from the Ontario Court that the Ontario Court deems just and proper (the "Motion")²; 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 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).

² Capitalized terms not defined herein shall have the meaning given to them in the Motion.

1. The Motion is GRANTED.
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. Debtor Hartford Computer Hardware, Inc. is hereby authorized (a) to act as the foreign representative of the Debtors in Canada, as such term is defined in the CCAA, (b) to seek recognition by the Ontario Court of the Chapter 11 Cases and of certain orders made by the Court in the Chapter 11 Cases from time to time, (c) to request that the Ontario Court lend assistance to this Court, and (d) to seek any other appropriate relief from the Ontario Court that the Debtors deem just and proper.
5. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
4. This Court shall retain jurisdiction to interpret and enforce this Order.

Dated: DEC 15 2011, 2011


UNITED STATES BANKRUPTCY JUDGE

EXHIBIT "B"

Joint Administration Order

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

In re:)
HARTFORD COMPUTER HARDWARE,) Chapter 11
INC.,) Case No. 11-49744
Debtor.) Hon. Pamela S. Hollis

In re:)
NEXICORE SERVICES, LLC,) Chapter 11
Debtor.) Case No. 11-49754
Hon. Pamela S. Hollis

In re:)
HARTFORD COMPUTER GROUP, INC.,) Chapter 11
Debtor.) Case No. 11-49750
Hon. Pamela S. Hollis

In re:)
HARTFORD COMPUTER) Chapter 11
GOVERNMENT, INC.,) Case No. 11-49752
Debtor.) Hon. Pamela S. Hollis

**ORDER DIRECTING JOINT ADMINISTRATION
OF THE DEBTORS' CHAPTER 11 CASES**

This matter coming before the Court on the Motion of the Debtors for an Order Pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure Directing the Joint Administration of Their Chapter 11 Cases (the "Motion")¹; 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

¹ Capitalized terms not defined herein shall have the meaning given to them in the Motion.

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.
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. In accordance with Bankruptcy Rule 1015(b), the above-captioned chapter 11 cases are hereby consolidated, for procedural purposes only, and shall be jointly administered by this Court.
5. The caption of the jointly administered chapter 11 cases shall be as follows (footnote included):

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

In re:	)	Chapter 11
)	
HARTFORD COMPUTER HARDWARE, INC., <i>et al.</i> , ²	)	Case No. 11-49744 (PSH)
	)	(Jointly Administered)
Debtors.	)	Hon. Pamela S. Hollis

² The Debtors are Hartford Computer Hardware, Inc., Nexicore Services, LLC, Hartford Computer Group, Inc., and Hartford Computer Government, Inc.

6. No party shall be required to list any further information beyond that set forth above in pleadings filed in these chapter 11 cases.

7. All original docket entries shall be made in the case Hartford Computer Hardware, Inc., *et al.*, Case No. 11-49744 (PSH), and the Clerk of this Court is directed to

~~forthwith make a separate docket entry in each of the cases of Nexicore Services, LLC, Hartford~~
Computer Group, Inc., and Hartford Computer Government, Inc., substantially as follows:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the procedural consolidation and joint administration of the chapter 11 cases commenced by Hartford Computer Hardware, Inc. and its affiliates. The docket in Case No. 11-49744 (PSH) should be consulted for all matters affecting the chapter 11 case of this debtor.

8. Nothing contained in the Motion or in this order shall be construed to cause substantive consolidation of these chapter 11 cases.

9. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this order.

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

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

Dated: DEC 15 2011, 2011


UNITED STATES BANKRUPTCY JUDGE

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

In re:)
HARTFORD COMPUTER HARDWARE,) Chapter 11
INC.,) Case No. 11-49744
Debtor.) Hon. Pamela S. Hollis

In re:)
NEXICORE SERVICES, LLC,) Chapter 11
Debtor.) Case No. 11-49754
Hon. Pamela S. Hollis

In re:)
HARTFORD COMPUTER GROUP, INC.,) Chapter 11
Debtor.) Case No. 11-49750
Hon. Pamela S. Hollis

In re:)
HARTFORD COMPUTER) Chapter 11
GOVERNMENT, INC.,) Case No. 11-49752
Debtor.) Hon. Pamela S. Hollis

ORDER DIRECTING JOINT ADMINISTRATION
OF THE DEBTORS' CHAPTER 11 CASES

This matter coming before the Court on the Motion of the Debtors for an Order Pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure Directing the Joint Administration of Their Chapter 11 Cases (the "Motion")¹; 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

¹ Capitalized terms not defined herein shall have the meaning given to them in the Motion.

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.
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. In accordance with Bankruptcy Rule 1015(b), the above-captioned chapter 11 cases are hereby consolidated, for procedural purposes only, and shall be jointly administered by this Court.
5. The caption of the jointly administered chapter 11 cases shall be as follows (footnote included):

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

In re:	)	Chapter 11
)	
HARTFORD COMPUTER HARDWARE, INC., <i>et al.</i> , ²	)	Case No. 11-49744 (PSH)
	)	(Jointly Administered)
)	
Debtors.	)	Hon. Pamela S. Hollis

² The Debtors are Hartford Computer Hardware, Inc., Nexicore Services, LLC, Hartford Computer Group, Inc., and Hartford Computer Government, Inc.

6. No party shall be required to list any further information beyond that set forth above in pleadings filed in these chapter 11 cases.

7. All original docket entries shall be made in the case Hartford Computer Hardware, Inc., *et al.*, Case No. 11-49744 (PSH), and the Clerk of this Court is directed to forthwith make a separate docket entry in each of the cases of Nexicore Services, LLC, Hartford Computer Group, Inc., and Hartford Computer Government, Inc., substantially as follows:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the procedural consolidation and joint administration of the chapter 11 cases commenced by Hartford Computer Hardware, Inc. and its affiliates. The docket in Case No. 11-49744 (PSH) should be consulted for all matters affecting the chapter 11 case of this debtor.

8. Nothing contained in the Motion or in this order shall be construed to cause substantive consolidation of these chapter 11 cases.

9. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this order.

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

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

Dated: DEC 15 2011, 2011


UNITED STATES BANKRUPTCY JUDGE

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

In re:)
) Chapter 11
HARTFORD COMPUTER HARDWARE,)
INC.,) Case No. 11-49744
)
Debtor.) Hon. Pamela S. Hollis

In re:)
) Chapter 11
NEXICORE SERVICES, LLC,)
) Case No. 11-49754
)
Debtor.) Hon. Pamela S. Hollis

In re:)
) Chapter 11
HARTFORD COMPUTER GROUP, INC.,)
) Case No. 11-49750
)
Debtor.) Hon. Pamela S. Hollis

In re:)
) Chapter 11
HARTFORD) COMPUTER)
GOVERNMENT, INC.,)) Case No. 11-49752
)
Debtor.) Hon. Pamela S. Hollis

ORDER DIRECTING JOINT ADMINISTRATION
OF THE DEBTORS' CHAPTER 11 CASES

This matter coming before the Court on the Motion of the Debtors for an Order Pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure Directing the Joint Administration of Their Chapter 11 Cases (the "Motion")¹; 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

¹ Capitalized terms not defined herein shall have the meaning given to them in the Motion.

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.
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. In accordance with Bankruptcy Rule 1015(b), the above-captioned chapter 11 cases are hereby consolidated, for procedural purposes only, and shall be jointly administered by this Court.
5. The caption of the jointly administered chapter 11 cases shall be as follows (footnote included):

**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> , ²	)	(Jointly Administered)
)	
Debtors.	)	Hon. Pamela S. Hollis

² The Debtors are Hartford Computer Hardware, Inc., Nexicore Services, LLC, Hartford Computer Group, Inc., and Hartford Computer Government, Inc.

6. No party shall be required to list any further information beyond that set forth above in pleadings filed in these chapter 11 cases.

7. All original docket entries shall be made in the case Hartford Computer Hardware, Inc., *et al.*, Case No. 11-49744 (PSH), and the Clerk of this Court is directed to forthwith make a separate docket entry in each of the cases of Nexicore Services, LLC, Hartford Computer Group, Inc., and Hartford Computer Government, Inc., substantially as follows:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the procedural consolidation and joint administration of the chapter 11 cases commenced by Hartford Computer Hardware, Inc. and its affiliates. The docket in Case No. 11-49744 (PSH) should be consulted for all matters affecting the chapter 11 case of this debtor.

8. Nothing contained in the Motion or in this order shall be construed to cause substantive consolidation of these chapter 11 cases.

9. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this order.

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

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

Dated: DEC 15 2011, 2011


UNITED STATES BANKRUPTCY JUDGE

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

In re:)
) Chapter 11
HARTFORD COMPUTER HARDWARE,)
INC.,) Case No. 11-49744
)
Debtor.) Hon. Pamela S. Hollis

In re:)
) Chapter 11
NEXICORE SERVICES, LLC,)
) Case No. 11-49754
Debtor.)
) Hon. Pamela S. Hollis

In re:)
) Chapter 11
HARTFORD COMPUTER GROUP, INC.,)
) Case No. 11-49750
Debtor.)
) Hon. Pamela S. Hollis

In re:)
) Chapter 11
HARTFORD COMPUTER)
GOVERNMENT, INC.,) Case No. 11-49752
)
Debtor.) Hon. Pamela S. Hollis

**ORDER DIRECTING JOINT ADMINISTRATION
OF THE DEBTORS' CHAPTER 11 CASES**

This matter coming before the Court on the Motion of the Debtors for an Order Pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure Directing the Joint Administration of Their Chapter 11 Cases (the "Motion")¹; 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

¹ Capitalized terms not defined herein shall have the meaning given to them in the Motion.

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.
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. In accordance with Bankruptcy Rule 1015(b), the above-captioned chapter 11 cases are hereby consolidated, for procedural purposes only, and shall be jointly administered by this Court.
5. The caption of the jointly administered chapter 11 cases shall be as follows (footnote included):

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

In re:	)	Chapter 11
)	
HARTFORD COMPUTER HARDWARE, INC., <i>et al.</i> , ²	)	Case No. 11-49744 (PSH)
	)	(Jointly Administered)
)	
Debtors.	)	Hon. Pamela S. Hollis

² The Debtors are Hartford Computer Hardware, Inc., Nexicore Services, LLC, Hartford Computer Group, Inc., and Hartford Computer Government, Inc.

6. No party shall be required to list any further information beyond that set forth above in pleadings filed in these chapter 11 cases.

7. All original docket entries shall be made in the case Hartford Computer Hardware, Inc., *et al.*, Case No. 11-49744 (PSH), and the Clerk of this Court is directed to forthwith make a separate docket entry in each of the cases of Nexicore Services, LLC, Hartford Computer Group, Inc., and Hartford Computer Government, Inc., substantially as follows:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the procedural consolidation and joint administration of the chapter 11 cases commenced by Hartford Computer Hardware, Inc. and its affiliates. The docket in Case No. 11-49744 (PSH) should be consulted for all matters affecting the chapter 11 case of this debtor.

8. Nothing contained in the Motion or in this order shall be construed to cause substantive consolidation of these chapter 11 cases.

9. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this order.

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

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

Dated: DEC 15 2011, 2011


UNITED STATES BANKRUPTCY JUDGE

EXHIBIT "C"

Prepetition Wages Order

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

In re:) Chapter 11
)
HARTFORD COMPUTER HARDWARE,)
INC., *et al.*¹) Case No. 11-49744 (PSH)
) (Joint Administration Pending)
)
Debtors.) Hon. Pamela S. Hollis

ORDER (I) AUTHORIZING PAYMENT OF PREPETITION EMPLOYEE OBLIGATIONS AND RELATED WITHHOLDING TAXES; (II) AUTHORIZING THE PREPETITION EMPLOYEE BENEFITS AND CONTINUATION OF EMPLOYEE BENEFIT PLANS; AND (III) DIRECTING ALL BANKS TO HONOR PREPETITION CHECKS FOR PAYMENT OF PREPETITION EMPLOYEE OBLIGATIONS

This matter having come before the Court on the motion, dated [date] (the “Motion”),² of the above-captioned debtors and debtors-in-possession (the “Debtors”), for entry of an order under 11 U.S.C. §§ 105(a), 363(b), 507(a)(4) and 541, (I) authorizing the Debtors to pay to (a) their employees unpaid wages, salaries, bonuses and commissions (including commissions earned by independent sales representatives) and related obligations that accrued prior to the commencement of these cases (the “Employee Obligations”), and (b) the appropriate federal, state and local taxing authorities and other governmental agencies (the “Taxing Authorities”) the state, local, and federal employment and withholding taxes, wage garnishments and other court ordered deductions with respect to the Employee Obligations (the “Employment and Withholding Taxes”); (II) authorizing the continuation of employee benefit plans on a postpetition basis and the payment of certain prepetition obligations with respect to such programs (the “Employee Benefits”); and (III) directing all banks to honor prepetition checks or

¹ 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).

² Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to them in the Motion.

wire transfers with respect to payments authorized by the Motion; and the Court having reviewed the Motion and the Declaration in Support of First Day Relief; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors and other parties-in-interest; and it appearing that notice of the Motion was good and sufficient under the particular circumstances and that no other or further notice need be given; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED.
2. The Debtors are authorized, but not directed, to pay or otherwise honor (including to any third parties that provide or aid in the monitoring, processing or administration of the Employee Obligations) the Employee Obligations and Employee Benefits in the ordinary course of business.
3. The Debtors are authorized, but not directed, to continue to provide the Employee Benefits, including all benefits relating to, without limitation, the Medical and Dental Benefits, workers' compensation, life and disability insurance, the Debtors' 401(k) plan, in effect immediately prior to the filing of these cases.
4. The Debtors are authorized to continue to honor their obligations, including any prepetition obligations, to Employees and applicable third-parties for Reimbursable Expenses, including those owed through corporate credit cards.
5. As applicable, all of the Debtors' banks are hereby authorized and directed, when requested by the Debtors, to receive, process, honor, and pay any and all checks drawn on the Debtors' accounts to pay the prepetition obligations authorized by this Order, whether those

checks were presented prior to or after the Petition Date, provided that sufficient funds are available in the applicable accounts to make the payments. The Debtors' banks are hereby prohibited from placing any holds on, or attempting to reverse, any automatic transfers to any account of an Employee or other party for prepetition Employee Obligations. The Debtors are authorized to issue new postpetition checks or effect new postpetition fund transfers on account of the prepetition Employee Obligations to replace any prepetition checks or fund transfer requests that may be dishonored or rejected.

6. The Debtors may pay any and all Employee Deductions, including social security, FICA, federal and state income taxes, garnishments, health care payments, 401(k) Deductions and other types of withholding, whether these relate to the period prior to the date of the Debtors' chapter 11 filings or subsequent thereto.

7. Notwithstanding any other term herein, no prepetition wages shall be paid to Brian Mittman, *without further order of court,*) *per*

8. Nothing in the Motion or this Order or the relief granted (including any actions taken or payments made by the Debtors pursuant to the relief) shall (a) be construed as a request for authority to assume any executory contract under 11 U.S.C. § 365; (b) waive, affect or impair any of the Debtors' rights, claims or defenses, including, but not limited to, those arising from Bankruptcy Code section 365, other applicable law and any agreement; (c) grant third-party beneficiary status or bestow any additional rights on any third party; or (d) be otherwise enforceable by any third party.

9. Authorizations given to the Debtors in this Order empower but do not direct the Debtors to effectuate the payments specified herein.

10. Notwithstanding Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon entry hereof.

11. This Court shall retain jurisdiction over any and all issues arising from or related to the implementation and interpretation of this Order.

Dated:

Chicago, Illinois

DEC 15 2011

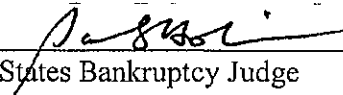

United States Bankruptcy Judge

EXHIBIT "D"

Customer Obligations Order

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

In re:) Chapter 11
)
HARTFORD COMPUTER HARDWARE,)
INC., *et al.*,¹) Case No. 11-49744 (PSH)
) (Joint Administration Pending)
)
Debtors.) Hon. Pamela S. Hollis

ORDER AUTHORIZING THE DEBTORS TO (A) HONOR CERTAIN PREPETITION OBLIGATIONS TO CUSTOMERS AND (B) CONTINUE THEIR CUSTOMER PROGRAMS AND PRACTICES IN THE ORDINARY COURSE OF BUSINESS

This matter coming before the Court on the Motion of the Debtors for entry of an order authorizing the Debtors to (a) honor certain prepetition obligations to customers and sales agents and (b) continue their customer programs and practices in the ordinary course of business (the "Motion")²; 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.

¹ 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).

² Capitalized terms not defined herein shall have the meaning given to them in the Motion.

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. The Debtors are authorized, but not directed, to continue to perform under the Customer Programs.

5. Nothing herein shall be deemed to convert any prepetition claim into an administrative expense claim against the Debtors or their estates.

6. The Debtors are authorized, but not directed, to continue, renew, replace, implement new, and/or terminate their Customer Programs, in the ordinary course of business, without further application to the Court.

7. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

8. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied by the contents of the Motion or otherwise deemed waived.

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

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

Dated: DEC 15 2011, 2011


UNITED STATES BANKRUPTCY JUDGE

EXHIBIT "E"

Prepetition Shipping 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
INC., *et al.*,¹) (Joint Administration Pending)
)
Debtors:) Hon. Pamela S. Hollis

ORDER (I) AUTHORIZING THE PAYMENT OF CERTAIN PREPETITION SHIPPING CHARGES AND (II) GRANTING CERTAIN RELATED RELIEF

This matter coming before the Court on the Motion of the Debtors for entry of an order (I) Authorizing the Payment of Certain Pre-Petition Shipping Charges and (II) Granting Certain Related Relief (the "Motion")²; 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.
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.

¹ 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).

² Capitalized terms not defined herein shall have the meaning given to them in the Motion.

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

4. The Debtors are authorized in their sole discretion, to pay the prepetition claims of the Shippers.

5. The Debtors' banks are authorized and directed to receive, process, honor and pay all checks presented for payment of, and to honor all fund transfer requests made by the Debtors pursuant to this order, regardless of whether such checks were presented or fund transfer requests were submitted prior to or after the Petition Date; provided, however, that (a) funds are available in the Debtors' accounts to cover such checks and fund transfer requests and (b) the Debtors' banks are authorized to rely on the Debtors' designation of any particular check or fund transfer as approved by this Order.

6. Nothing in this order, nor the Debtors' payment of claims pursuant to this order, shall be construed as (a) an admission as to the validity of any claim against the Debtors; (b) a waiver of the Debtors' rights to dispute any claim by the Shippers on any ground; (c) a promise to pay any claim; or (d) a request or authorization to assume any agreement or contract pursuant to section 365 of the Bankruptcy Code or otherwise.

7. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied by the contents of the Motion or otherwise deemed waived.

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

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

[Continued on Following Page]

Dated: DEC 15 2011


UNITED STATES BANKRUPTCY JUDGE

60927081

EXHIBIT "F"

Insurance Order

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

In re:) Chapter 11
)
HARTFORD COMPUTER HARDWARE,)
INC., *et al.*,¹) Case No. 11-49744 (PSH)
) (Joint Administration Pending)
)
Debtors.) Hon. Pamela S. Hollis

**ORDER PURSUANT TO SECTIONS 105(A) AND 363 OF THE BANKRUPTCY CODE
(I) AUTHORIZING DEBTORS TO HONOR PREPETITION INSURANCE POLICIES
AND RENEW SUCH POLICIES IN THE ORDINARY COURSE OF BUSINESS
AND (II) GRANTING RELATED RELIEF**

This matter coming before the Court on the Motion of the Debtors for an order authorizing the Debtors to (i) honor prepetition insurance policies in the ordinary course of business or enter into new insurance arrangements, as may be required as the terms of existing arrangements expire without need for further authority or approval from the Court; and (ii) the Debtors' banks or financial institutions to honor and process checks and transfers related to such insurance policies and the obligations thereunder (the "Motion")²; 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 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).

² Capitalized terms not defined herein shall have the meaning given to them in the Motion.

1. The Motion is GRANTED.
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. The Debtors are authorized, but not required, to honor the terms of the Insurance Policies and to renew the Insurance Policies in the ordinary course of business as set forth in the Motion; provided, however, that such payments are made in accordance with the court approved debtor-in-possession financing/cash collateral order and corresponding budget.
5. Nothing in this order nor any action taken by the Debtors in furtherance of the implementation hereof shall be deemed an approval of the assumption or rejection of any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code.
6. Nothing in this order shall impair the ability of the Debtors or appropriate party-in-interest to contest any claim of any creditor pursuant to applicable law or otherwise dispute, contest, setoff, or recoup any claim, or assert any rights, claims or defenses related thereto.
7. All applicable banks or financial institutions are authorized, when requested by the Debtors, in the Debtors' sole discretion, to receive, process, honor and pay all checks drawn on or direct deposit and funds transfer instructions relating to the Debtors' accounts and any other transfers that are related to the premium obligations and the costs and expenses related thereto; provided, that sufficient funds are available in the accounts to make such payments; provided further, that any such bank or financial institution may rely on the representations of the Debtors regarding which checks that were drawn or instructions that were issued by the

Debtors before the Petition Date should be honored post-petition pursuant to an order of this Court and that any such bank or financial institution shall not have any liability to any party for relying on the representations of the Debtors as provided herein.

8. Bankruptcy Rule 6004(b) has been satisfied because the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors.

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

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

Dated: DEC 15 2011, 2011


UNITED STATES BANKRUPTCY JUDGE

EXHIBIT "G"

Prepetition Taxes 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.*,¹) (Joint Administration Pending)
)
Debtors:) Hon. Pamela S. Hollis

ORDER AUTHORIZING THE DEBTORS TO PAY PREPETITION SALES, USE, AND OTHER TAX OBLIGATIONS PURSUANT TO 11 U.S.C. §§ 105(a), 507(a)(8) AND 541

This matter coming before the Court on the Motion of the Debtors for entry of an order, pursuant to 11 U.S.C. §§ 105(a), 507(a)(8) and 541, to pay certain unpaid prepetition taxes and fees, including, but not limited to, sales and use taxes (the "Taxes") to the respective federal, state, and local taxing authorities (the "Taxing Authorities") in the ordinary course of the Debtors' businesses (the "Motion")²; 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.

¹ 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).

² Capitalized terms not defined herein shall have the meaning given to them in the Motion.

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. The Debtors are authorized, but not directed to, in the reasonable exercise of their business judgment, pay only those Taxes that constitute trust fund or withholding taxes, including Taxes subsequently determined upon audit to be owed for periods prior to the Petition Date, to the Taxing Authorities.

5. As applicable, all of the Debtors' banks are hereby authorized, when requested by the Debtors in their sole discretion, to receive, process, honor, and pay any and all checks drawn on the Debtors' accounts to pay the Taxes, whether those checks were presented prior to or after the Petition Date, provided that sufficient funds are available in the applicable accounts to make the payments.

6. Nothing contained in the Motion or this Order shall, or shall be deemed to, limit, abridge, or otherwise impair the Debtors' rights to contest, on any grounds, the validity or amount of any Taxes that the Taxing Authorities allege to be due.

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

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

Dated: DEC 15 2011, 2011


UNITED STATES BANKRUPTCY JUDGE

60926609

EXHIBIT "H"

Utilities Order

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

In re:) Chapter 11
HARTFORD COMPUTER HARDWARE,)
INC., *et al.*,¹) Case No. 11-49744 (PSH)
) (Joint Administration Pending)
Debtors.)
) Hon. Pamela S. Hollis

INTERIM AND PROPOSED FINAL ORDER(I) PROHIBITING UTILITIES FROM ALTERING, REFUSING, OR DISCONTINUING SERVICES TO, OR DISCRIMINATING AGAINST, THE DEBTORS; (II) DETERMINING THAT THE UTILITIES ARE ADEQUATELY ASSURED OF FUTURE PAYMENT; (III) ESTABLISHING PROCEDURES FOR DETERMINING REQUESTS FOR ADDITIONAL ASSURANCE; AND (IV) PERMITTING UTILITY COMPANIES TO OPT OUT OF THE PROCEDURES ESTABLISHED HEREIN

This matter coming before the Court on the Motion of the Debtors for Interim and Final Orders: (I) Prohibiting Utilities from Altering, Refusing or Discontinuing Services to, or Discriminating Against the Debtors; (II) Determining That the Utilities are Adequately Assured of Future Payment; (III) Establishing Procedures for Determining Requests for Additional Assurance; and (IV) Permitting Utility Companies to Opt Out of the Procedures Established Herein (the "Motion")²; 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;

¹ 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).

² Capitalized terms not defined herein shall have the meaning given to them in the Motion.

IT IS HEREBY ORDERED as follows:

1. The Motion is GRANTED.
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. Subject to the procedures described below, no Utility Company may (a) alter, refuse, terminate, or discontinue utility services to, and/or discriminate against, the Debtors on the basis of the commencement of these chapter 11 cases or on account of outstanding prepetition invoices or (b) require additional assurance of payment, other than the Proposed Adequate Assurance, as a condition to the Debtors receiving such utility services pending the entry of a Final Order or this Order becoming a Final Order as set forth below.
5. Utility Companies (excluding De Minimis Providers) shall be entitled to an Adequate Assurance Deposit in the amount set forth on Exhibit A to the Motion, within twenty days of the first day hearing (the "First Day Hearing"), provided that such Utility Company is not currently paid in advance for its services or holding a deposit (after taking into account any valid offsets of the Debtors' prepetition debts against such deposit under applicable law) equal to or greater than the Adequate Assurance Deposit (which remaining deposit shall be deemed to be the Adequate Assurance Deposit for purposes of this Order).
6. As a condition of accepting an Adequate Assurance Deposit, the accepting Utility Company shall be deemed to have stipulated that the Adequate Assurance Deposit constitutes adequate assurance of future payment to such Utility Company within the meaning of section

366 of the Bankruptcy Code, and shall further be deemed to have waived any right to seek additional adequate assurance during the Debtors' bankruptcy cases, unless the Utility Company makes an additional adequate assurance request (each, an "Additional Assurance Request") at least five days prior to the final hearing date (the "Final Hearing Date") on the Motion as set by the Court (the "Request Deadline").

7. Any Adequate Assurance Deposit requested by, and provided to, any Utility Company pursuant to the procedures described herein shall be returned to the Debtors at the conclusion of these chapter 11 cases, if not returned or applied earlier.

8. The following Adequate Assurance Procedures are approved in all respects:

- a. Any Utility Company desiring assurance of future payment for utility service beyond the Proposed Adequate Assurance must serve an Additional Assurance Request so that it is received by the Debtors' counsel by the Request Deadline at the following address: Katten Muchin Rosenman LLP, 525 W. Monroe Street, Chicago, Illinois 60661 (Attn: John P. Sieger, Esq.).
- b. Any Additional Assurance Request must (i) be made in writing, (ii) set forth the location(s) for which utility services are provided and the relevant account number(s), (iii) describe any deposits, prepayments or other security currently held by the requesting Utility Company, (iv) describe any payment delinquency or irregularity by the Debtors for the postpetition period, and (v) specify the amount and nature of assurance of payment that would be satisfactory to the Utility Company. Any Additional Assurance Request that fails to meet these requirements shall be deemed an invalid request for adequate assurance.
- c. Upon the Debtors' receipt of an Additional Assurance Request at the addresses set forth above, the Debtors shall have the greater of (i) 14 days from the receipt of such Additional Assurance Request or (ii) 30 days from the Petition Date (collectively, the "Resolution Period") to negotiate with the requesting Utility Company to resolve its Additional Assurance Request. The Resolution Period may be extended by agreement of the Debtors and the applicable Utility Company.
- d. The Debtors, in their discretion, may resolve any Additional Assurance Request by mutual agreement with the requesting Utility Company and without further order of the Court, and may, in connection with any such


resolution, in their discretion, provide the requesting Utility Company with additional assurance of future payment in a form satisfactory to the Utility Company, including, but not limited to, cash deposits, prepayments and/or other forms of security, if the Debtors believe such additional assurance is reasonable.

- e. If the Debtors determine that an Additional Assurance Request is not reasonable, and are not able to resolve such request during the Resolution Period, the Debtors, during or immediately after the Resolution Period, will request a hearing before this Court to determine the adequacy of assurances of payment made to the requesting Utility Company (the "Determination Hearing"), pursuant to section 366(c)(3)(A) of the Bankruptcy Code.
 - f. Pending the resolution of the Additional Assurance Request at a Determination Hearing, the Utility Company making such request shall be restrained from discontinuing, altering or refusing service to the Debtors on account of unpaid charges for prepetition services or on account of any objections to the Proposed Adequate Assurance.
 - g. Other than through the Opt-Out Procedures, any Utility Company that does not comply with the Adequate Assurance Procedures is deemed to find the Proposed Adequate Assurance satisfactory to it and is forbidden from discontinuing, altering or refusing service on account of any unpaid prepetition charges, or requiring additional assurance of payment (other than the Proposed Adequate Assurance).
9. The following Opt-Out Procedures are approved in all respects:
- a. A Utility Company that desires to opt-out of the Determination Procedures must file an objection (a "Procedures Objection") with the Court and serve such Procedures Objection so that it is *actually received* within 15 days of entry of this Order by the Debtors at the following address: Katten Muchin Rosenman LLP, 525 W. Monroe Street, Chicago, Illinois 60661 (Attn: John P. Sieger, Esq.).
 - b. Any Procedures Objection must (i) be made in writing; (ii) set forth the location(s) for which utility services are provided and the relevant account number(s); (iii) describe any deposits, prepayments or other security currently held by the objecting Utility Company; (iv) explain why the objecting Utility Company believes the Proposed Adequate Assurance is not sufficient adequate assurance of future payment; and (v) identify, and explain the basis of, the Utility Company's proposed adequate assurance requirement under section 366(c)(2) of the Bankruptcy Code.

- c. The Debtors, in their discretion, may resolve any Procedures Objection by mutual agreement with the objecting Utility Company and without further order of the Court, and may, in connection with any such resolution and in its discretion, provide a Utility Company with assurance of future payment, including, but not limited to, cash deposits, prepayments or other forms of security, if the Debtors believe such assurance of payment is reasonable.
- d. If the Debtors determine that a Procedures Objection is not reasonable and is not able to reach a prompt alternative resolution with the objecting Utility Company, the Procedures Objection will be heard at the Final Hearing.
- e. Any Utility Company that does not timely file a Procedures Objection is deemed to consent to, and shall be bound by, the Adequate Assurance Procedures.

10. The Debtors are authorized, as necessary, to provide notice and a copy of the Interim Order (which, for purposes of this paragraph, shall be the Final Order after entry of such Final Order) to the Utility Companies not listed on the Utility Service List (collectively, the "Additional Utility Companies"), as such Utility Companies are identified. The Interim Order, including the Adequate Assurance Procedures, shall apply to any Additional Utility Companies; provided, however, that (a) the Opt-Out Procedures shall apply only to the extent that a Procedures Objection made by an Additional Utility Company is filed with the Court and submitted to the Debtors' counsel no later than 4:00 p.m. (CST) on the date that is the earlier of (i) five business days before the Final Hearing or (ii) 10 days after service of the Interim Order on such Additional Utility Company and (b) the deadline for an Additional Utility Company to submit an Additional Assurance Request under the Adequate Assurance Procedures will be 25 days after the date the Interim Order is served upon such Additional Utility Company.

11. A Final Hearing to resolve any Procedures Objections shall be conducted on

 Jan 26, 2012 at 10:30^a m., Central Time.

12. A Utility Company shall be deemed to have adequate assurance of payment under section 366 of the Bankruptcy Code unless and until: (a) the Debtors, in their discretion, agree to (i) an Additional Assurance Request or (ii) an alternative assurance of payment with the Utility Company during the Resolution Period; or (b) this Court enters an order at the Final Hearing or any Determination Hearing requiring that additional adequate assurance of payment be provided.

13. Nothing herein constitutes a finding that any entity is or is not a Utility Company hereunder or under section 366 of the Bankruptcy Code, whether or not such entity is listed on the Utility Service List.

14. The Debtors shall serve a copy of this Order on each Utility Company listed on the Utility Service List within two business days of the date this Order is entered.

15. The terms and conditions of this Order shall be effective and enforceable immediately upon its entry. This Order shall be deemed to be the Final Order with respect to any Utility Company that does not file a timely Procedures Objection as described herein.

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

Dated: DEC 15 2011, 2011


UNITED STATES BANKRUPTCY JUDGE

EXHIBIT "I"

Cash Management Order

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

In re:) Chapter 11
)
HARTFORD COMPUTER HARDWARE,)
INC., *et al.*¹) Case No. 11-49744 (PSH)
) (Joint Administration Pending)
)
Debtors.) Hon. Pamela S. Hollis

**ORDER (I) APPROVING CONTINUED USE OF EXISTING BANK ACCOUNTS,
BUSINESS FORMS, AND CASH MANAGEMENT SYSTEM, AND (II) TO OBTAIN
LIMITED WAIVER THE REQUIREMENTS OF 11 U.S.C. § 345(b)**

This matter coming before the Court on the Debtors' Motion for An Order (i) Approving Continued Use of Existing Bank Accounts, Business Forms, and Cash Management System, and (ii) to Obtain Limited Waiver the Requirements of 11 U.S.C. § 345(B) (the "Motion");² the Court having reviewed the Motion and the First Day Declaration; 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 THAT:

1. The Motion is GRANTED.
2. The Debtors are authorized to: (a) maintain the Cash Management System

¹ 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).

² Capitalized terms not defined herein shall have the meaning given to them in the Motion.

in the ordinary course of their business, in substantially the same form as the Cash Management System described in the Motion except as set forth herein; (b) implement ordinary course changes to its Cash Management System; and (c) open and close bank accounts and continue to use their Bank Accounts in the names and with the account numbers existing immediately prior to the commencement of the above captioned bankruptcy case.

3. On a daily basis, funds deposited in the Debtors' RBS account from account debtors located in Canada, shall be swept to the Debtors' BMO account.

4. The Debtors are authorized to continue to use their Business Forms substantially in the forms existing immediately before the Petition Date. The Debtor is authorized to utilize its current business forms without reference to its status as debtor in possession.

5. The Banks are authorized to continue to follow the instructions of all parties authorized to issue instruction with respect to the Bank Accounts and to accept and honor all representations from the Debtors as to which checks, drafts, wires, or ACH transfers should be honored or dishonored consistent with any order(s) of this Court and governing law, whether such checks, drafts, wires, or ACH transfers are dated prior to, on or subsequent to the Petition Date. The Banks shall not be liable to any party on account of (a) following the Debtors' instructions or representations as to any order of this Court, (b) the honoring of any prepetition check or item in a good faith belief that the Court has authorized such prepetition check or item to be honored or (c) an innocent mistake made despite implementation of reasonable item handling procedures.

6. The Banks are authorized to charge and the Debtors are authorized to pay or honor, in their sole discretion, the Bank Fees. The Banks also are authorized to charge back

returned items, whether such items are dated prior to, on or subsequent to the Petition Date, to the Bank Accounts in the normal course of business.

7. Sufficient cause existing under section 345(b) of the Bankruptcy Code and there being more than 200 creditors of the Debtor, the Debtors are authorized to invest and deposit the estates' money in accordance with the Debtors' existing investment practices or commercially comparable practices, notwithstanding that such practices may not strictly comply in all instances with the requirements of section 345 of the Bankruptcy Code or the U.S. Trustee's Guidelines.

8. Notwithstanding the possible applicability of Bankruptcy Rule 6004(h), this Order shall be immediately effective and enforceable upon its entry.

9. The Debtor is authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.

Dated: DEC 15 2011, 2011


UNITED STATES BANKRUPTCY JUDGE

EXHIBIT "J"
Claims Agent Order

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

In re:) Chapter 11
)
HARTFORD COMPUTER HARDWARE,)
INC., *et al.*,¹) Case No. 11-49744 (PSH)
) (Joint Administration Pending)
)
Debtors.) Hon. Pamela S. Hollis

**ORDER APPOINTING KURTZMAN CARSON CONSULTANTS LLC AS THE
OFFICIAL CLAIMS AND NOTICING AGENT AND TO PROVIDE OTHER
ESSENTIAL SERVICES TO THE ESTATES**

This matter coming before the Court on the Motion of the Debtors for an Order appointing Kurtzman Carson Consultants LLC (“KCC”) as the official claims and noticing agent and to provide other essential services, all as more fully set forth in the Motion (the “Motion”)²; the Court having reviewed the Motion, the Declaration in Support of First Day Relief and the Kass Declaration filed in support of the Motion; 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.

¹ 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).

² Capitalized terms not defined herein shall have the meaning given to them in the Motion.

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. The Debtors are authorized to retain KCC under the terms of the Service Agreement, effective as of the petition date, to perform the noticing and other services set forth in the Application and to receive, maintain, record, and otherwise administer the proofs of claim filed in this chapter 11 case.

5. KCC is appointed as Claims Agent and, as such, is the custodian of court records and designated as the authorized repository for all proofs of claim filed in this chapter 11 case and is authorized and directed to maintain the official claims register for the Debtors and to provide the Clerk with a certified duplicate thereof upon the request of the Clerk.

6. At the request of the Debtors or the office of the Clerk of the Court (the "Clerk's Office"), KCC is authorized to provide the following services (the "Services") as the Claims Agent:

- A. Prepare and serve notices in these chapter 11 cases at the request of the Debtors or the Court, including:
 1. notice of commencement of these chapter 11 cases;
 2. notice of claims bar dates (and to the extent supplemental notice is necessary or appropriate);
 3. notice of objections to claims, and any applicable response deadlines;
 4. notice of any hearings on a motion for the sale of the Debtors' assets;

5. notice of any hearings on a disclosure statement and confirmation of a chapter 11 plan; and
 6. other miscellaneous notices to any entities, as the Debtors or the Court deem necessary or appropriate for an orderly administration of these chapter 11 cases.
- B. ⁴ Within ~~seven~~ days after the mailing of particular notice, file with the Clerk's Office a certificate or affidavit of service that includes a copy of ~~notice involved, an alphabetical list of persons to whom the notice was mailed, and the date of mailing;~~
- C. Efficiently and effectively notice, docket and maintain proofs of claim and proofs of interest, including:
1. At any time, upon request, satisfying the Court that it has the capability to efficiently and effectively notice, docket and maintain proofs of claim and proofs of interest;
 2. Maintaining copies of all proofs of claim and proofs of interest filed;
 3. Maintaining official claims registers by docketing all proofs of claim and proofs of interest on claims registers, including the following information: (a) the name and address of the claimant and any agent thereof, if an agent filed the proof of claim or proof of interest; (b) the date received; (c) the claim number assigned; and (d) the asserted amount and classification of the claim;
 4. Implementing necessary security measures to ensure the completeness and integrity of the claims register;
 5. Maintaining all original proofs of claim in correct claim number order, in an environmentally secure area and protect the integrity of such original documents from theft and/or alteration;
 6. Transmitting to the Clerk's office a copy of the claims register on a regular basis;
 7. Maintaining an up-to-date mailing list for all entities that have filed a proof of claim or proof of interest, which list shall be available upon request of a party in interest or the Clerk's office;
 8. Providing access to the public for examination of copies of the proofs of claim or interest during regular business hours;

9. Recording all transfers of claims pursuant to Bankruptcy Rule 3002(e) and providing notice of such transfers as required by Bankruptcy Rule 3001(e); and
 10. Promptly complying with such further conditions and requirements as the Clerk's Office or the Court may at any time prescribe;
- D. Providing such other claims processing, noticing, and administrative services as may be requested from time to time by the Debtors;

7. In addition to the foregoing, KCC may assist with, among other things: (A) maintaining and updating the master mailing lists of creditors; (B) tracking and administration of claims; and (C) performing other administrative tasks pertaining to the administration of the chapter 11 cases, as may be requested by the Debtors or the Clerk's Office. KCC will follow the notice and claim procedures that conform to the guidelines promulgated by the Clerk of the Court and the Judicial Conference of the United States and as may be entered by the Court's order.

8. KCC is authorized to take such other action to comply with all duties set forth in the Motion.

9. The Debtors are authorized to pay KCC's fees and expenses as set forth in the Services Agreement in the ordinary course of business without the necessity of KCC filing fee applications with this Court.

10. Without further order of this Court, the fees and expenses of KCC incurred in performance of the above services are to be treated as an administrative expense priority claim against the Debtors' estates and shall be paid by the Debtors in accordance with the terms of the Services Agreement within 10 days after receiving the invoice, unless KCC is advised within that ten-day period that the Debtors have objected to the invoice, in which case the Debtors will schedule a hearing before the Court to consider the disputed invoice. In such case, the Debtors

shall remit to KCC only the undisputed portion of the invoice and, if applicable, shall pay the remainder to KCC upon the resolution of the disputed portion, as mandated by this Court.

11. Notwithstanding the foregoing, the Debtors may be required to prepay for certain services in accordance with the terms of the Services Agreement.

12. KCC will comply with all requests of the Clerk's Office and the guidelines promulgated by the Judicial Conference of the United States for the implementation of 28 U.S.C. § 156(c).

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

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

DEC 15 2011
Dated: _____, 2011


UNITED STATES BANKRUPTCY JUDGE

EXHIBIT "K"

Interim DIP Facility 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 DEBTORS")

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

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto

SUPPLEMENTAL AFFIDAVIT OF ALANA SHEPHERD
(*Sworn on December 16, 2011*)

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