

Exhibit "C"

Voluntary Petition of Hartford Computer Group, Inc.

BI (Official Form 1)(4/10)

United States Bankruptcy Court Northern District of Illinois		Voluntary Petition										
Name of Debtor (if individual, enter Last, First, Middle): Hartford Computer Group, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):										
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):										
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 36-2973523		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):										
Street Address of Debtor (No. and Street, City, and State): 3949 Heritage Oak Court Simi Valley, CA		Street Address of Joint Debtor (No. and Street, City, and State):										
ZIP Code 93063		ZIP Code										
County of Residence or of the Principal Place of Business: Ventura		County of Residence or of the Principal Place of Business:										
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):										
ZIP Code		ZIP Code										
Location of Principal Assets of Business Debtor (if different from street address above):												
Type of Debtor (Form of Organization) (Check one box) <ul style="list-style-type: none"> <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) 	Nature of Business (Check one box) <ul style="list-style-type: none"> <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other 	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <ul style="list-style-type: none"> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding 										
Tax-Exempt Entity (Check box, if applicable) <ul style="list-style-type: none"> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code). 		Nature of Debts (Check one box) <ul style="list-style-type: none"> <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts. 										
Filing Fee (Check one box) <ul style="list-style-type: none"> <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B. 		Chapter 11 Debtors <ul style="list-style-type: none"> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <ul style="list-style-type: none"> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <ul style="list-style-type: none"> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). 										
Statistical/Administrative Information <ul style="list-style-type: none"> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. 		THIS SPACE IS FOR COURT USE ONLY										
Estimated Number of Creditors <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> 1-49</td> <td><input type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 100-199</td> <td><input checked="" type="checkbox"/> 200-999</td> <td><input type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> 25,001-50,000</td> <td><input type="checkbox"/> 50,001-100,000</td> <td><input type="checkbox"/> OVER 100,000</td> </tr> </table>		<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input checked="" type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000	
<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input checked="" type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000			
Estimated Assets <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input checked="" type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>		<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input checked="" type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	
<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input checked="" type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion			
Estimated Liabilities <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input checked="" type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>		<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input checked="" type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	
<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input checked="" type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion			

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Hartford Computer Group, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: See Attachment	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<p style="text-align:center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align:center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>		
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			

(Name of landlord that obtained judgment)			

(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

<p>Voluntary Petition <i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Hartford Computer Group, Inc.</p>
<p style="text-align: center;">Signatures</p> <p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signatures</p> <p style="text-align: center;">Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ Signature of Foreign Representative</p> <p>_____ Printed Name of Foreign Representative</p> <p>_____ Date</p>
<p style="text-align: center;">Signature of Attorney*</p> <p>X <u>/s/ John P. Sieger</u> Signature of Attorney for Debtor(s)</p> <p><u>John P. Sieger 6240033</u> Printed Name of Attorney for Debtor(s)</p> <p><u>Katten Muchin Rosenman LLP</u> Firm Name</p> <p><u>525 West Monroe Street</u> <u>Suite 1900</u> <u>Chicago, IL 60661-3693</u></p> <p>_____ Address</p> <p style="text-align: right;">Email: <u>john.sieger@kattenlaw.com</u></p> <p><u>312-902-5200 Fax: 312-902-1061</u> Telephone Number</p> <p><u>December 12, 2011</u> Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:</p> <p>_____ If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.</small></p>
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ Brian Mittman</u> Signature of Authorized Individual</p> <p><u>Brian Mittman</u> Printed Name of Authorized Individual</p> <p><u>Chief Executive Officer</u> Title of Authorized Individual</p> <p><u>December 12, 2011</u> Date</p>	

In re Hartford Computer Group, Inc.

Debtor

Case No. _____

FORM 1. VOLUNTARY PETITION
Pending Bankruptcy Cases Filed Attachment

<u>Name of Debtor / District</u>	<u>Case No. / Relationship</u>	<u>Date Filed / Judge</u>
Hartford Computer Government, Inc. Northern District of Illinois	Affiliate	12/12/11
Hartford Computer Hardware, Inc. Northern District of Illinois	Affiliate	12/12/11
Nexicore Services, LLC Northern District of Illinois	Affiliate	12/12/11

Exhibit A

HARTFORD COMPUTER GROUP, INC.

RESOLUTIONS OF THE BOARD OF DIRECTORS

December 12, 2011

WHEREAS, the Board of Directors reviewed the materials presented by management, the Special Committee of Strategic Alternatives of the Board of Directors (the "Special Committee") and the financial and legal advisers of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to the Company, and the impact of the foregoing on the Company's businesses; and

WHEREAS, the Board of Directors has had the opportunity to consult with management, the Special Committee and the financial and legal advisers of the Company and fully consider each of the strategic alternatives available to the Company.

I. Voluntary Petition Under the Provisions of Chapter 11 of Title 11 of the United States Code.

NOW, THEREFORE, BE IT RESOLVED THAT: Upon the recommendation of the Special Committee and in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors, stockholders, and other parties in interest, that the Company file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") and an application for relief under Part IV of the Canadian Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the "CCAA"), on or before December 12, 2011;

BE IT FURTHER RESOLVED THAT: Each of the President, Secretary, Treasurer, and such other officers as may be designated by the President (collectively, the "Authorized Officers"), acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists and other papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief;

BE IT FURTHER RESOLVED THAT: Each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ the law firm of Katten Muchin Rosenman LLP as general

bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Katten Muchin Rosenman LLP;

BE IT FURTHER RESOLVED THAT: Each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ the firm of Paragon Capital Partners, LLC as investment banker to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed appropriate applications for authority to retain the services of Paragon Capital Partners, LLC;

BE IT FURTHER RESOLVED THAT: Each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ the law firm of Thornton Grout Finnigan LLP as special counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code and the CCAA and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and CCAA proceeding, and to cause to be filed an appropriate application for authority to retain the services of Thornton Grout Finnigan LLP;

BE IT FURTHER RESOLVED THAT: Each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ the firm of Kurtzman Carson Consultants LLC as notice and claims agent to represent and assist the Company in carrying

out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed appropriate applications for authority to retain the services of Kurtzman Carson Consultants LLC; and

II. Debtor-In-Possession Financing.

BE IT FURTHER RESOLVED THAT: Each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to negotiate, execute, deliver and cause the Company to perform its obligations under (i) a secured superpriority debtor-in-possession credit agreement (the "Credit Agreement"), among the Company and its affiliated entities, as debtors and debtors-in-possession in cases pending under chapter 11 of the Bankruptcy Code, as borrowers, and Delaware Street Capital Master Fund, L.P., as lender, substantially in the form and on the terms and conditions presented to the Board of Directors and (ii) the other agreements contemplated by the Credit Agreement, including pledge agreements, security agreements, mortgages, financing statements and any other similar documents in connection with granting a security interest in or a pledge of the Company's assets as collateral to secure the Company's obligations under the Credit Agreement and any other agreements or documents (the documents described in this clause (ii) are collectively referred herein as the "Other Financing Documents"), as any Authorized Officer determines is necessary, proper, or desirable to consummate the transactions contemplated by the Credit Agreement and the Other Financing Documents;

BE IT FURTHER RESOLVED THAT: All acts and actions taken by the Authorized Officers prior to the date hereof with respect to the transactions contemplated by the Credit Agreement and the Other Financing Documents be, and hereby are, in all respects confirmed, approved, and ratified.

III. Asset Purchase Agreement

WHEREAS: Each of the Company and Nexicore Services, LLC, a Delaware limited liability company and wholly-owned subsidiary of the Company ("Nexicore" and, together with the Company, "Sellers"), seeks to sell substantially all of its assets to

Avnet, Inc., a New York corporation ("Avnet"), and Avnet International (Canada) Ltd., an Ontario corporation ("Avnet Canada") and, together with Avnet, "Buyers"; and

WHEREAS: The Board has considered the material terms of that certain Asset Purchase Agreement (the "Purchase Agreement"; all capitalized terms used herein but not defined herein shall have the meaning ascribed such term in the Purchase Agreement), by and among Sellers and Buyers, a form of which has been previously provided to, and reviewed by, each of the undersigned along with all Transaction Documents contemplated thereby and, upon the recommendation of the Special Committee, deems it advisable and in the best interests of the Company to enter into the Purchase Agreement.

NOW, THEREFORE, BE IT RESOLVED THAT: The Purchase Agreement and all exhibits and schedules thereto are hereby authorized, approved and confirmed in all respects;

BE IT FURTHER RESOLVED THAT: The form, terms and provisions of the Purchase Agreement and each Transaction Document to which the Company is a party, be and hereby are, authorized, confirmed and adopted in all respects;

BE IT FURTHER RESOLVED THAT: The Company is authorized to enter into, execute and deliver the Purchase Agreement and, subject to the approval of the Bankruptcy Court and the CCAA Court, to (a) perform all of its obligations thereunder and (b) take all actions contemplated thereby;

BE IT FURTHER RESOLVED THAT: The Company is authorized to file a motion to approve such sale and for any related relief, or to approve a sale to one or more higher and better bidders, and to close such sales, subject to the approval of the Bankruptcy Court and the CCAA Court;

BE IT FURTHER RESOLVED THAT: Each of the Authorized Officers are hereby authorized, empowered and directed, in the name and on behalf of the Company, to execute and deliver the Purchase Agreement in substantially the form approved herein, with such changes thereto as such Authorized Officer shall deem to be acceptable and appropriate, his or her approval and the approval of the Board of which to be conclusively evidenced by his or her execution and delivery thereof; and

BE IT FURTHER RESOLVED THAT: Subject to the approval of the Bankruptcy Court and the CCAA Court,

the Authorized Officers are hereby authorized, empowered and directed, in the name and on behalf of the Company, to perform the Company's obligations under any other agreements, instruments or other documents, all as in the judgment of such officer or officers may be deemed necessary, advisable or appropriate in order to consummate the transactions contemplated by the Purchase Agreement and Transaction Documents and perform the Company's obligations thereunder and otherwise carry out the purposes of the foregoing resolutions, and the execution and delivery thereof shall be conclusive evidence that the same were in all respects hereby fully authorized and approved.

IV. **Further Actions and Prior Actions.**

BE IT FURTHER RESOLVED THAT: Each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and empowered for, in the name of and on behalf of the Company to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such instruments as each, in his or her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions;

BE IT FURTHER RESOLVED THAT: All acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

CERTIFICATE

The undersigned, Brian Mittman, President of Hartford Computer Group, Inc. (the "Company"), hereby certifies as follows:

1. I am the duly qualified and elected President and, as such, I am familiar with the facts herein certified and I am duly authorized to certify same on behalf of the Company.
2. Attached hereto is a true, complete, and correct copy of the resolutions of the Board of Directors of the Company, duly adopted at a properly convened meeting of the Board of Directors on December [12], 2011, by a majority of the votes of the quorum of directors there present, in accordance with the by-laws of the Company.
3. Such resolutions have not been amended, altered, annulled, rescinded, or revoked and is in full force and effect as of the date hereof. There exists no other subsequent resolution of the Board of Directors of the Company relating to the matters set forth in the resolutions attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the [12th] day of December, 2011.



Brian Mittman
President
Hartford Computer Group, Inc.

Exhibit "D"

Voluntary Petition of Hartford Computer Government, Inc.

BI (Official Form 1)(4/10)

United States Bankruptcy Court Northern District of Illinois		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Hartford Computer Government, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 20-0845960		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 1242A Remington Road Schaumburg, IL		Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 60173		ZIP Code
County of Residence or of the Principal Place of Business: Cook		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):
ZIP Code		ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above):		
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000		
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Hartford Computer Government, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: See Attachment	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<p style="text-align:center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align:center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p><input checked="" type="checkbox"/> _____ Signature of Attorney for Debtor(s) (Date)</p>		
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			

(Name of landlord that obtained judgment)			

(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Hartford Computer Government, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: See Attachment	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<p style="text-align:center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align:center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>		
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

<p>Voluntary Petition <i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Hartford Computer Government, Inc.</p>
Signatures	
<p>Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. (If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7) I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. (If no attorney represents me and no bankruptcy petition preparer signs the petition) I have obtained and read the notice required by 11 U.S.C. §342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p>Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ Signature of Foreign Representative</p> <p>_____ Printed Name of Foreign Representative</p> <p>_____ Date</p>
<p>Signature of Attorney*</p> <p>X <u>/s/ John P. Sieger</u> Signature of Attorney for Debtor(s)</p> <p><u>John P. Sieger 6240033</u> Printed Name of Attorney for Debtor(s)</p> <p><u>Katten Muchin Rosenman LLP</u> Firm Name</p> <p><u>525 West Monroe Street</u> <u>Suite 1900</u> <u>Chicago, IL 60661-3693</u></p> <p>_____ Address</p> <p><u>Email: john.sieger@kattenlaw.com</u> <u>312-902-5200 Fax: 312-902-1061</u> Telephone Number</p> <p><u>December 12, 2011</u> Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p>Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(h); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>_____ Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:</p> <p>_____ If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.</small></p>
<p>Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ Brian Mittman</u> Signature of Authorized Individual</p> <p><u>Brian Mittman</u> Printed Name of Authorized Individual</p> <p><u>Chief Executive Officer</u> Title of Authorized Individual</p> <p><u>December 12, 2011</u> Date</p>	

In re Hartford Computer Government, Inc.

Debtor

Case No. _____

FORM 1. VOLUNTARY PETITION
Pending Bankruptcy Cases Filed Attachment

<u>Name of Debtor / District</u>	<u>Case No. / Relationship</u>	<u>Date Filed / Judge</u>
Hartford Computer Group, Inc. Northern District of Illinois	Affiliate	12/12/11
Hartford Computer Hardware, Inc. Northern District of Illinois	Affiliate	12/12/11
Nexicore Services, LLC Northern District of Illinois	Affiliate	12/12/11

**WRITTEN CONSENT OF THE SOLE DIRECTOR
OF
HARTFORD COMPUTER GOVERNMENT, INC.**

As of this 12th day of December, 2011, undersigned, being the sole director of Hartford Computer Government, Inc., an Illinois corporation (the "Company"), does hereby consent and agree to the adoption of the following resolutions pursuant to Section 8.45 of the Illinois Business Corporation Act of 1983, as amended, in lieu of holding a special meeting of the sole director of the Company:

WHEREAS, the sole director has reviewed the materials presented by the management and the financial and legal advisers of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to the Company, and the impact of the foregoing on the Company's businesses; and

WHEREAS, the sole director has had the opportunity to consult with the management and the financial and legal advisers of the Company and fully consider each of the strategic alternatives available to the Company.

I. Voluntary Petition Under the Provisions of Chapter 11 of Title 11 of the United States Code.

NOW, THEREFORE, BE IT RESOLVED THAT: In the judgment of the sole director, it is desirable and in the best interests of the Company, its creditors, stockholders, and other parties in interest, that the Company file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") and an application for relief under Part IV of the Canadian Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the "CCAA"), on or before December 12, 2011;

BE IT FURTHER RESOLVED THAT: Each of the President, Chief Operating Officer, Secretary, Treasurer, and such other officers as may be designated by the President (collectively, the "Authorized Officers"), acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists and other papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief;

BE IT FURTHER RESOLVED THAT: Each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ the law firm of Katten Muchin Rosenman LLP as general

bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Katten Muchin Rosenman LLP;

BE IT FURTHER RESOLVED THAT: Each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ the firm of Paragon Capital Partners, LLC as investment banker to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed appropriate applications for authority to retain the services of Paragon Capital Partners, LLC;

BE IT FURTHER RESOLVED THAT: Each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ the law firm of Thornton Grout Finnigan LLP as special counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code and the CCAA and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and CCAA proceeding, and to cause to be filed an appropriate application for authority to retain the services of Thornton Grout Finnigan LLP;

BE IT FURTHER RESOLVED THAT: Each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ the firm of Kurtzman Carson Consultants LLC as notice and claims agent to represent and assist the Company in carrying

out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed appropriate applications for authority to retain the services of Kurtzman Carson Consultants LLC; and

II. Debtor-In-Possession Financing.

BE IT FURTHER RESOLVED THAT: Each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to negotiate, execute, deliver and cause the Company to perform its obligations under (i) a secured superpriority debtor-in-possession credit agreement (the "Credit Agreement"), among the Company and its affiliated entities, as debtors and debtors-in-possession in cases pending under chapter 11 of the Bankruptcy Code, as borrowers, and Delaware Street Capital Master Fund, L.P., as lender, substantially in the form and on the terms and conditions presented to the sole director and (ii) the other agreements contemplated by the Credit Agreement, including pledge agreements, security agreements, mortgages, financing statements and any other similar documents in connection with granting a security interest in or a pledge of the Company's assets as collateral to secure the Company's obligations under the Credit Agreement and any other agreements or documents (the documents described in this clause (ii) are collectively referred herein as the "Other Financing Documents"), as any Authorized Officer determines is necessary, proper, or desirable to consummate the transactions contemplated by the Credit Agreement and the Other Financing Documents;

BE IT FURTHER RESOLVED THAT: All acts and actions taken by the Authorized Officers prior to the date hereof with respect to the transactions contemplated by the Credit Agreement and the Other Financing Documents be, and hereby are, in all respects confirmed, approved, and ratified.

III. Sale of Assets.

BE IT FURTHER RESOLVED THAT: In the judgment of the sole director it is desirable and in the best interests of the Company that the Company sell substantially all of its assets pursuant to a broadly marketed and effective sales process

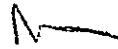
designed to maximize the value received from such sales, and, therefore, the Company is hereby authorized to enter into a stalking-horse asset purchase agreement, and to implement procedures (including additional asset purchase or other agreements) to effectuate such sale, and the Company is further authorized to file a motion to approve such sale and for any related relief, or to approve a sale to one or more higher and better bidders, and to close such sales, subject to Bankruptcy Court approval in the Company's chapter 11 case;

IV. Further Actions and Prior Actions.

BE IT FURTHER RESOLVED THAT: Each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and empowered for, in the name of and on behalf of the Company to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such instruments as each, in his or her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions;

BE IT FURTHER RESOLVED THAT: All acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

IN WITNESS WHEREOF, the undersigned being the sole director of the Company, has executed this Written Consent on and as of the 12th day of December, 2011.



Brian Mittman

60907810v2

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

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

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

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

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

Proceedings commenced at Toronto

AFFIDAVIT OF ALANA SHEPHERD
(Sworn on December 13, 2011)

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

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

Lawyers for the Chapter 11 Debtors

TAB 4

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

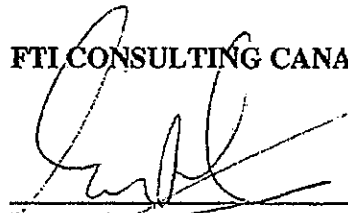
AND IN THE MATTER OF CERTAIN PROCEEDINGS TAKEN IN
THE UNITED STATES BANKRUPTCY COURT FOR THE
NORTHERN DISTRICT OF ILLINOIS EASTERN DIVISION
WITH RESPECT TO HARTFORD COMPUTER HARDWARE,
INC., NEXICORE SERVICES, LLC, HARTFORD COMPUTER
GROUP, INC. AND HARTFORD COMPUTER GOVERNMENT,
INC. (COLLECTIVELY, THE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

CONSENT TO ACT AS INFORMATION OFFICER

FTI CONSULTING CANADA INC. hereby consents to act as the Information Officer
of the Chapter 11 Debtors in this proceeding pursuant to the *Companies' Creditors Arrangement*
Act (Canada).

DATED at Toronto this 9th day of December, 2011.

FTI CONSULTING CANADA INC.



Per: Greg Watson
Title: Senior Managing Director

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

CONSENT TO ACT AS INFORMATION OFFICER

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

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

Lawyers for the Chapter 11 Debtors

TAB 5

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

HARTFORD COMPUTER HARDWARE INC.

**PRE-FILING REPORT TO THE COURT SUBMITTED BY
FTI CONSULTING CANADA INC., IN ITS CAPACITY AS
PROPOSED INFORMATION OFFICER**

December 12, 2011

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

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

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

APPLICATION OF HARTFORD COMPUTER HARDWARE, INC.

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

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

INTRODUCTION

1. FTI Consulting Canada Inc. ("FTI Consulting" or the "Proposed Information Officer") has been informed that on December 12, 2011 (the "Petition Date"), the Chapter 11 Debtors filed voluntary petitions under Chapter 11 of Title 11 of the United States Code (the "Chapter 11 Proceedings") in the United States Bankruptcy Court for the Northern District of Illinois Eastern Division (the "US Bankruptcy Court"). The Proposed Information Officer is informed by counsel for the Chapter 11 Debtors that motions for the first day orders (the "First Day Orders") in the Chapter 11 Proceedings are anticipated to be heard one day this week.

2. The Proposed Information Officer understands that Hartford Computer Hardware, Inc. ("HCH") pending formal appointment by the US Bankruptcy Court as a foreign representative of the Chapter 11 Debtors (the "**Foreign Representative**"), intends to commence proceedings (the "**Recognition Proceedings**") before this Honourable Court. As part of the Recognition Proceedings, the Foreign Representative will seek an Order (the "**Interim Initial Order**") under Part IV of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (the "**CCAA**"), which would grant certain limited interim relief including an interim stay of proceedings until a request for an Initial Recognition Order and a Supplemental Order (each as defined herein) can be heard. The Proposed Information Officer understands that the foreign representative appointment motion is currently pending before the US Bankruptcy Court.
3. FTI Consulting hereby submits this report (the "**Pre-Filing Report**") to provide some background information and to assist this Honourable Court in considering the Foreign Representative's request for the Interim Initial Order, and to provide this Court with information concerning the contemplated initial proceedings in the Chapter 11 Proceedings and in the Recognition Proceedings.
4. In preparing this Pre-Filing Report, FTI Consulting has relied solely on information and documents provided by the Foreign Representative, the Chapter 11 Debtors and their affiliates and their counsel. FTI Consulting has not audited, reviewed or otherwise attempted to independently verify the accuracy or completeness of this information. Accordingly, FTI Consulting expresses no opinion or other form of assurance on the information contained herein.
5. Unless otherwise stated, all monetary amounts contained herein are expressed in United States dollars.

BACKGROUND

6. The Chapter 11 Debtors are one of the leading providers of repair and installation services in North America for consumer electronics and computers. The Chapter 11 Debtors operate in 4 locations in the United States and 1 in Canada located in Markham, Ontario. The Chapter 11 Debtors have 486 employees of which approximately 113 are located in Canada. The Chapter 11 Debtors operate in three complementary business lines: parts distribution and repair, depot repair and onsite repair and installation. Products serviced include laptop and desktop computers, commercial computer systems, flat-screen televisions, consumer gaming units, printers, interactive whiteboards, peripherals, servers, point of sale devices and other electronic devices.

7. Based on the declaration of Mr. Brian Mittman, dated December 12, 2011 filed with the US Bankruptcy Court the Proposed Information Officer understands that on May 9, 2005, the Chapter 11 Debtors entered into a restructuring agreement (the "**Restructuring Agreement**") with Delaware Street Capital Master Fund, L.P. (the "**Prepetition Senior Lender**"), MRR Venture LLC ("**MRR**"), ARG Investments ("**ARG**"), SKM Equity Fund II, L.P. ("**SKM I**"), and SKM Investment Fund II ("**SKM II**" and together with MRR, ARG and SKM I, the "**Subordinated Lenders**"), HCG Financial Services, Inc. (the "**Financial PO Lender**"), and Enable Systems, Inc. Pursuant to the Restructuring Agreement, the Chapter 11 Debtors amended and restructured their agreements with their various stakeholders. Specifically, after the execution and effectiveness of the Restructuring Agreement, the Chapter 11 Debtors' long-term, secured debt was as follows:

- (a) pursuant to that certain Amended and Restated Loan and Security Agreement dated as of December 17, 2004 among the Chapter 11 Debtors and the Prepetition Senior Lender and various promissory notes and other documents (collectively, as may have been amended, supplemented, and modified, the "**Senior Credit Agreement**"), the Chapter 11 Debtors are indebted to the Prepetition Senior Lender, as of the Petition Date, the aggregate amount of \$70,573,615; and
 - (b) pursuant to that certain Substituted and Amended Subordinated Promissory Note dated May 9, 2005, made by Hartford in favor of MRR (the "**Prepetition Subordinated Lender**"), Hartford was indebted to Prepetition Subordinated Lender in the amount of \$1,519,868.
8. Over the past 5 years, the Chapter 11 Debtors implemented key turnaround initiatives under the leadership of Hartford's CEO, Mr. Brian Mittman. The Chapter 11 Debtors focused on creating an efficient operation capable of delivering high quality service. During that period, the Chapter 11 Debtors' total revenues have grown from \$55.1 million in 2006 to \$95.1 million. Given the Chapter 11 Debtors' recent performance, as well as their capital structure, the Chapter 11 Debtors commenced an aggressive marketing and sales effort so as to take advantage of their improvements in performance and earnings for the benefit of all their creditors.

CENTRE OF MAIN INTEREST

9. While the Chapter 11 Debtors have operations in Canada through one of their companies, Hartford Computer Group, Inc. (“HCG”) such Canadian operations are fully integrated with the operations in the United States and are controlled by the senior management team located in California. There is one general manager for the Canadian operations who is located in Canada. There is no separate Canadian legal entity and the registered offices and head office for each of the Chapter 11 Debtors is in the United States. The Canadian creditors are creditors of HCG., Based on the foregoing, the Proposed Information Officer is of the view that, the Chapter 11 Debtors’ “centre of main interest” is in the United States.

THE SALES PROCESS

10. It is the Proposed Information Officer’s understanding that the Chapter 11 Debtors have decided that the best way to maximize value for their stakeholders is to complete a sale of all or substantially all of their assets on the most favourable terms possible.
11. The Chapter 11 Debtors undertook an extensive marketing process which is described in greater detail below. The result of the marketing process to date is that on December 12, 2011, the Chapter 11 Debtors entered into an asset purchase agreement (the “Stalking Horse Agreement”) with Avnet Inc. and Avnet International (Canada) Ltd. (together “Avnet” or the “Purchaser”) for the sale of substantially all of the Chapter 11 Debtors’ assets and the assumption of certain liabilities by Avnet. The Chapter 11 Debtors propose that the Stalking Horse Agreement will be used as the basis for concluding the sales process (the “Sales Process”) with the expectation of achieving the highest and best offer for the assets of the Chapter 11 Debtors.

12. Since late January 2011, the Chapter 11 Debtors, with the assistance of their advisors, have actively marketed the business focusing on a sale of substantially all of their assets as a going concern. Prior to the commencement of the Chapter 11 Proceedings, the Chapter 11 Debtors retained Paragon Capital Partners, LLC (“Paragon”) to act in an advisory capacity to explore strategic alternatives. As part of this evaluation, the Chapter 11 Debtors and Paragon have aggressively pursued a potential sale of substantially all of the assets of HCH, HCG and Nexicore Services LLC (the “Acquired Assets”). The Chapter 11 Debtors and Paragon undertook exhaustive efforts to solicit interest in the Chapter 11 Debtors from third parties with the potential to acquire all or a substantial portion of the Acquired Assets.
13. At the outset of this process, the Chapter 11 Debtors determined, in consultation with their advisors and the Prepetition Senior Lender, to focus their sale efforts on locating a stalking horse bidder for substantially all of their assets. The Chapter 11 Debtors believe that their businesses and assets have little value if liquidated separately, and that a sale process that includes a sale of substantially all of the Acquired Assets as a going concern will maximize value to the estates.
14. During the marketing process, the Chapter 11 Debtors and Paragon identified and contacted approximately ninety-one potential strategic and financial counterparties. Approximately thirty-two of these parties executed confidentiality agreements and received a confidential information memorandum providing extensive information relating to the Chapter 11 Debtors’ businesses, financial performance and projections, customers, programs, technology, information systems, operations, facilities, management and employees.

15. Approximately eleven companies received a detailed management presentation, either in-person or by phone, and were given the opportunity to speak extensively with the Chapter 11 Debtors and their advisors. Of these, eight companies were strategic buyers (including five public companies with a median market capitalization in excess of \$4 billion), and three were major private equity firms with relevant portfolio companies and significant funds under management. Six of these parties submitted written indications of interest to acquire all of the Acquired Assets of the Chapter 11 Debtors as a going concern (the Acquired Assets exclude the Chapter 11 Debtors' hardware business). Five of these parties attended in-person management presentations conducted by the Chapter 11 Debtors' senior management team, and conducted site visits with respect to the Acquired Assets.
16. All of these eleven parties were granted access to supplemental due diligence materials made available on an electronic data site (the "Data Site"). One of these parties, the Purchaser, submitted a preliminary proposal and subsequently submitted a definitive agreement. As of November 3, 2011, the Purchaser had a market capitalization of approximately \$4.6 billion. For its most recent fiscal year ending July 2, 2011, the Purchaser reported total sales of \$26.5 billion and had cash on its balance sheet of \$675 million.
17. The Purchaser's offer was the basis of extensive discussions and negotiations with the Chapter 11 Debtors, ongoing diligence and discussions with management, and visits to the Chapter 11 Debtors' facilities. As a result, on December 12, 2011, the Chapter 11 Debtors executed the Stalking Horse Agreement with the Purchaser for the purchase of the Acquired Assets for:
 - (a) (i) an aggregate price of \$35 million; plus
 - (b) (ii) a working capital adjustment and potential earnout; and

- (c) (iii) the assumption of certain liabilities, including certain cure costs and post-petition administrative expenses.
18. At this juncture, the Purchaser's bid is the highest and best offer that the Chapter 11 Debtors have received for the Acquired Assets. Now that the Chapter 11 Debtors have concluded negotiations with the Purchaser as the stalking horse bidder (subject to approval by the US Bankruptcy Court), the Chapter 11 Debtors have begun to (and plan to continue to) focus their attention, time, and energy on bidders with continuing interest in the Chapter 11 Debtors' assets in order to pursue the possibility that value may be maximized at an auction.
19. Because of various factors, including the requirements for the Chapter 11 Debtors' maintenance of its debtor-in-possession financing, and the Purchaser's desire not to unnecessarily tie up capital and the risk of losing other business opportunities, the Chapter 11 Debtors have proposed to move forward with the Sales Process on an expedited basis and within a specified time frame. Consequently, the Chapter 11 Debtors have determined that it is in the best interest of their estates, creditors, and other parties in interest to move forward with the Sales Process.
20. Accordingly, the Chapter 11 Debtors have filed a motion in the US Bankruptcy Court to approve the Sales Process and have proposed the following timeline for the sale of the Acquired Assets:¹
- January 3, 2012 – Bidding Procedures Hearing
 - February 13, 2012 – Submission Deadline for Qualified Bids
 - February 16, 2012 – Auction
 - February 17, 2012 – Proposed Sale Hearing

¹ The Chapter 11 Debtors, in the exercise of their business judgment, reserve their right to change these sale-related dates in order to achieve the maximum value for the Acquired Assets, while cognizant of the deadlines set forth in the Agreement.

21. The Foreign Representative will be bringing a motion to recognize the Sales Process upon such order having been made in the Chapter 11 Proceedings.

INTERIM FINANCING

22. We understand that the Chapter 11 Debtors have filed a motion in the Chapter 11 Proceedings seeking authorization to obtain post petition financing through a senior secured post-petition loan agreement with Delaware Street Capital Master Fund, L.P. (the "DIP Facility") in the amount of \$14.4 million.
23. The DIP Facility will be used to finance the ordinary costs of operating the business, the maintenance of business relationships with vendors, suppliers and customers, making payroll obligations and satisfying other working capital and operational needs.
24. The Canadian operations of HCG will continue to be funded as required in the ordinary course through the activities of the Chapter 11 Debtors.
25. The Foreign Representative will be bringing a motion to recognize the DIP Facility.

INITIAL APPLICATION TO THE US BANKRUPTCY COURT

26. It is anticipated that the Chapter 11 Debtors will bring motions before the US Bankruptcy Court within the next few days seeking certain First Day Orders from the US Bankruptcy Court to permit them to continue to operate their business in the ordinary course. The Proposed Information Officer understands that the First Day Orders being sought include the following:
 - (a) Joint Administration Order directing the joint administration of the Chapter 11 Proceedings;

- (b) Foreign Representative Order authorizing HCH to act as the Foreign Representative in of the Chapter 11 Debtors in Canada;
- (c) Pre-petition Wages Order authorizing payment of certain pre-petition wages, salaries and employee benefits and reimbursement of employee business expenses;
- (d) Customer Obligation Order authorizing the Chapter 11 Debtors to pay certain pre-petition obligations to their customers and to continue their customer programs and practices;
- (e) Prepetition Shipping Order authorizing the payment of certain pre-petition shipping charges;
- (f) Insurance Order authorizing the Chapter 11 Debtors to honour prepetition insurance policies and to renew such policies in the ordinary course;
- (g) Prepetition Taxes Order authorizing the payment of pre-petition sales, use and other tax obligations;
- (h) Utilities Order prohibiting utility providers from altering or discontinuing service on account of pre-petition invoices and establishing procedures for determining adequate assurance of payments for future utility services;
- (i) Cash Management Order authorizing the continued use of certain pre-petition bank accounts, business forms and the cash management system;
- (j) Claims Agent Order authorizing the appointment of Kurtzman Carson Consultants LLC as the Official Claims and Noticing Agent; and

- (k) Interim DIP Facility Order authorizing the Chapter 11 Debtors to obtain post-petition financing and the use of cash collateral and granting adequate protection to the Prepetition Secured Lenders.
27. In addition to the First Day Orders, within the next month, the Chapter 11 Debtors intend to seek a Bidding Procedures and Sale Order from the US Bankruptcy Court granting the terms of the Sales Process referred to in paragraph 18. The Foreign Representative then intends to seek recognition of this order in these proceedings.
 28. If appointed, the Proposed Information Officer will have an opportunity to comment on the future recognition orders being sought by the Chapter 11 Debtors in the Chapter 11 Proceedings and in respect of such further motions as are brought before this Honourable Court.

INITIAL APPLICATION TO THE CANADIAN COURT

29. The Proposed information Officer understands that an application will be brought before this Honourable Court by the Foreign Representative (once its appointment has been confirmed by the US Bankruptcy Court) on or about December 12, 2011, to obtain the Interim Initial Order until the motion for the Initial Recognition Order (as defined below) can be heard. The Proposed Information Officer understands that the relief sought in Canada, in respect of the stay of proceedings, is comparable to the relief given to the Chapter 11 Debtors as a result of their voluntary petitions in the Chapter 11 Proceedings.
30. The Foreign Representative intends to return for a further hearing before this Honourable Court, anticipated to be within a week of the date of the Interim Initial Order, to request, among other things, the following orders:
 - (a) an Order (the "Initial Recognition Order"):

- (i) recognizing the Chapter 11 Proceedings as a “foreign main proceeding”;
 - (ii) recognizing HCH as the Foreign Representative for the Chapter 11 Debtors;
- (b) an Order (the “**Supplemental Order**”):
- (i) recognizing the First Day Orders;
 - (ii) providing for the continuance of services to the Chapter 11 Debtors, including without limitation, all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation & logistics services, utilities and other services provided by third parties;
 - (iii) appointing FTI Consulting as the Information Officer (in such capacity, the “Information Officer”), as an officer of the Court; and
 - (iv) granting a first-ranking charge on the business assets, undertakings and properties of the Chapter 11 Debtors located in Canada as security for the professional fees and disbursements incurred by the Information Officer and its counsel, in respect of the Recognition Proceedings both before and after the granting of the Supplemental Order.

NOTICE TO CREDITORS AND AVAILABILITY OF PRESCRIBED INFORMATION

31. At the request of the Chapter 11 Debtors, if the Recognition Order is granted, the Proposed Information Officer will send notice of the Chapter 11 Proceedings and the Recognition Proceedings to all known creditors of the Chapter 11 Debtors in Canada within five business days of the granting of that Order.
32. The Proposed Information Officer has established a website at <http://cfcanada.fticonsulting.com/hartford> to make available copies of the Orders granted in the Recognition Proceedings as well as other relevant motion materials and reports. In addition, the Proposed Information Officer will from time to time reports as needed on the status of the Chapter 11 Proceedings and the restructuring process.

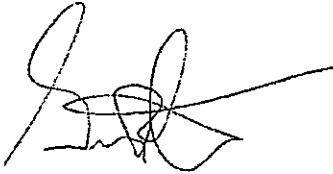
SUMMARY

33. The Proposed Information Officer understands that the Chapter 11 Debtors have filed petitions commencing the Chapter 11 Proceedings and that a stay of proceedings in respect of the Chapter 11 Debtors' property and business in Canada, and also in respect of the directors and officers of the Chapter 11 Debtors, is required in order to obtain sufficient time to affect a sale of the business.
34. The Proposed Information Officer is of the view that granting the Initial Interim Order is appropriate in the circumstances, having regard to the current status of the Chapter 11 Debtors, the orders made in the US Bankruptcy Court and to allow for co-ordination of the Recognition Proceedings with the Chapter 11 Cases.
35. The Proposed Information Officer understands that the Interim Initial Order is being sought from this Honourable Court with limited notice to affected parties, and that future Orders of the Honourable Court will be sought on appropriate notice to those parties.

The Proposed Information Officer respectfully submits to the Court this Pre-Filing Report.

Dated this 12th day of December, 2011.

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



Greg Watson
Senior Managing Director



Toni Vanderlaan
Managing Director

Schedule A

The Chapter 11 Debtors

The Chapter 11 Debtors

1. Hartford Computer Hardware, Inc.
2. Nexicore Services, LLC
3. Hartford Computer Group, Inc.
4. Hartford Computer Government, Inc

TAB 6

Court File No.: ____

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR) TUESDAY, THE 13TH
JUSTICE MORAWETZ) DAY OF DECEMBER, 2011

**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")**

INTERIM INITIAL ORDER

THIS APPLICATION, made by Hartford Computer Hardware, Inc. (the "Applicant"), in its capacity as the proposed 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, under Chapter 11 of Title 11 of the United States Code (the "**Chapter 11 Proceeding**"), for an Order substantially in the form enclosed in the

Application Record of the Applicant was heard on this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Application dated December 13, 2011, the affidavit of Brian Mittman sworn December 12, 2011, filed, the affidavit of Alana Shepherd sworn December 13, 2011, filed, the Preliminary Report of FTI Consulting Canada Inc., in its capacity as the proposed Information Officer (the “**Proposed Information Officer**”) dated December 12, 2011, filed, and upon hearing the submissions of counsel for the Applicant and counsel for Avnet International (Canada) Ltd. and Avnet, Inc. no one appearing for Delaware Street Capital Master Fund, L.P. or for the Proposed Information Officer although served as appears from the affidavit of service of Bobbie-Jo Brinkman sworn December 13, 2011, and upon being advised that no other persons were served with the Notice of Application,

SERVICE

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

STAY OF PROCEEDINGS

2. **THIS COURT ORDERS** that from the date hereof until and unless otherwise ordered by the Court (the “**Stay Period**”), no proceeding or enforcement process in any court or tribunal in Canada (each, a “**Proceeding**” and collectively, “**Proceedings**”) including, without limitation, a Proceeding taken or that might be taken against the Chapter 11 Debtors under the *Bankruptcy and Insolvency Act*, R.S.C., 1985 c. B-3, as amended, or the *Winding-up and Restructuring Act*, R.S.C. 1985, c W-11, as amended, shall be commenced or continued against or in respect of the

Chapter 11 Debtors or affecting their business in Canada (the “**Business**”) or their current and future assets, undertakings and properties of every nature and kind whatsoever, and wheresoever situate, including all proceeds thereof, of any of the Chapter 11 Debtors in Canada that relates to the Business (collectively, the “**Property**”), except with the written consent of the relevant Chapter 11 Debtor(s), or with leave of this Court, and any and all Proceedings currently under way against or in respect of the Chapter 11 Debtors or affecting the Business or the Property are hereby stayed and suspended pending further Order of this Court.

EXERCISE OF RIGHTS OR REMEDIES

3. **THIS COURT ORDERS** that during the Stay Period, all rights and remedies in Canada of any individual, firm, corporation, agency, governmental or quasi-governmental body, or any other entities (all of the foregoing, collectively being “**Persons**” and each being a “**Person**”) in respect of or affecting the Chapter 11 Debtors, or affecting the Business or the Property, are hereby stayed and suspended except with the written consent of the relevant Chapter 11 Debtor(s) or leave of this Court, provided that nothing in this Order shall: (i) prevent the assertion of or exercise of rights and remedies in the Foreign Proceeding; (ii) empower any of the Chapter 11 Debtors to carry on any business in Canada that the Chapter 11 Debtors are not lawfully entitled to carry on; (iii) affect such investigations, actions, suits or proceedings by a regulatory body as are permitted by Section 11.1 of the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”); (iv) prevent the filing of any registration to preserve or perfect a security interest; or (v) prevent the registration of a claim for lien.

4. **THIS COURT ORDERS** that the Chapter 11 Debtors are prohibited from selling or otherwise disposing of, outside of the ordinary course of business, any of the Property that

relates to the Business and from selling or otherwise disposing of any of their other property in Canada; provided however, that nothing herein shall prevent the Chapter 11 Debtors from seeking approval in the Chapter 11 Proceeding or from this Court to sell or otherwise dispose of the Property.

NO INTERFERENCE WITH RIGHTS

5. **THIS COURT ORDERS** that during the Stay Period, no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by any of the Chapter 11 Debtors in Canada except with the written consent of the relevant Chapter 11 Debtor(s) or leave of this Court.

CONTINUATION OF SERVICES

6. **THIS COURT ORDERS** that during the Stay Period, all Persons having oral or written agreements with the Chapter 11 Debtors or statutory or regulatory mandates for the supply of goods and/or services, including without limitation all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, customs broker services, utility or other services provided in respect of the Property or Business of the Chapter 11 Debtors, are hereby restrained until further Order of this Court from discontinuing, altering, interfering with or terminating the supply of such goods or services as may be required by the Chapter 11 Debtors, and that the Chapter 11 Debtors shall be entitled to the continued use in Canada of, among other things, their current premises, telephone numbers, facsimile numbers, internet addresses and domain names provided in each case that the normal prices or charges for all such goods or services received after the date of this Order are paid by

the Chapter 11 Debtors in accordance with normal payment practices of the Chapter 11 Debtors or such other practices as may be agreed upon by the supplier or service provider and the relevant Chapter 11 Debtor(s), or as may be ordered by this Court.

PROCEEDINGS AGAINST DIRECTORS AND OFFICERS

7. **THIS COURT ORDERS** that during the Stay Period, and except as permitted by Section 11.03(2) of the CCAA, no Proceeding may be commenced or continued against any of the former, current or future directors or officers of any of the Chapter 11 Debtors with respect to any claim against such directors or officers that arose before the date hereof and that relates to any obligations of any of the Chapter 11 Debtors whereby the directors or officers are alleged under any law to be liable in their capacity as directors or officers for the payment or performance of such obligations until a plan of reorganization in respect of the Chapter 11 Debtors if one is filed in the Chapter 11 Proceeding, is recognized by this Court and becomes effective in accordance with its terms, or unless otherwise ordered by this Court.

SERVICE OF COURT MATERIALS AND PUBLICATIONS OF NOTICES

8. **THIS COURT ORDERS** that the Applicant and its agents, or, if so requested by the Applicant, the Proposed Information Officer, are at liberty to serve this Order, any other orders in this proceeding, notices and documents by prepaid ordinary mail, courier, personal delivery or electronic transmission to any interested party at their addresses as last shown on the records of the Chapter 11 Debtors and that any such service or notice by courier, personal delivery or electronic transmission shall be deemed to be received on the next business day following the date of forwarding, or if sent by ordinary mail, on the fifth calendar day after mailing.

9. **THIS COURT ORDERS** that any party to these proceedings may serve any court materials in these proceedings (including, without limitation, the Application Record, any motion records, factums and orders) on any person electronically by emailing a PDF or other electronic copy of such materials to parties' email addresses as recorded on the service list.

MISCELLANEOUS

10. **THIS COURT ORDERS** that, notwithstanding anything else contained in this Order, any of the Chapter 11 Debtors may, by written consent of their counsel of record, agree to waive any of the Chapter 11 Debtors' protections provided in this Order.

11. **THIS COURT ORDERS** that any party may, from time to time, apply to this Court for such further or other relief as it may advise from time to time, including for directions in respect of the proper execution of this Order.

12. **THIS COURT HEREBY ORDERS AND REQUESTS** the aid and recognition of any court, tribunal, regulatory, governmental or administrative body having jurisdiction in Canada, the United States or elsewhere, to give effect to this Order and to assist the Chapter 11 Debtors, the Proposed Information Officer and their respective agents in carrying out the terms of this Order. All Courts, tribunals, regulatory, governmental and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Chapter 11 Debtors, the Proposed Information Officer and their respective agents, as may be necessary or desirable to give effect to this Order, or to assist the Chapter 11 Debtors, the Proposed Information Officer and their respective agents in carrying out the terms of this Order.

13. **THIS COURT ORDERS AND DECLARES** that this Order shall be effective as of 12:01 a.m. on the date of this Order.

14. **THIS COURT ORDERS** that, notwithstanding any other provision of this Order, any interested person may apply to this Court to vary or rescind this Order or seek other relief upon seven (7) days notice to the Chapter 11 Debtors, the Proposed Information Officer and any other party or parties likely to be affected by the order sought or upon such other notice, if any, as this Court may 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.:

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto

INTERIM INITIAL ORDER
(December 13, 2011)

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

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

Lawyers for the Chapter 11 Debtors

TAB 7

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.) WEDNESDAY, THE 21ST
)
JUSTICE MORAWETZ) DAY OF DECEMBER, 2011

**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")**

**INITIAL RECOGNITION ORDER
(FOREIGN MAIN PROCEEDING)**

THIS APPLICATION, 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, under Chapter 11 of Title 11 of the United States Code (the "Chapter 11 Proceeding") pursuant to 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 Application Record, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Application dated December 13, 2011, the affidavit of Brian Mittman sworn December 12, 2011, the affidavits of Alana Shepherd sworn December 13 and ►, 2011, the preliminary report of FTI Consulting Canada Inc., in its capacity as proposed Information Officer (the “**Proposed Information Officer**”) dated December 12, 2011 each filed, and upon being provided with copies of the documents required by section 46 of the CCAA;

AND UPON BEING ADVISED by counsel for the Foreign Representative that in addition to this Initial Recognition Order, a Supplemental Order (Foreign Main Proceeding) is being sought;

AND UPON HEARING the submissions of counsel for the Foreign Representative, counsel for the Proposed Information Officer, counsel for Avnet International (Canada) Ltd. and Avnet, Inc., no one appearing for Delaware Street Capital Master Fund, L.P., ► although duly served as appears from the affidavit of service of Bobbie-Jo Brinkman sworn December ►, 2011,

SERVICE

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

RECOGNITION OF THE FOREIGN PROCEEDING

2. **THIS COURT ORDERS AND DECLARES** that the Foreign Representative is the “foreign representative” as defined in section 45 of the CCAA in respect of the Chapter 11 Proceeding (the “**Foreign Proceeding**”) and that the Foreign Proceeding is hereby recognized as a “foreign main proceeding” as defined in section 45 of the CCAA.

NO PROCEEDINGS AGAINST THE CHAPTER 11 DEBTORS OR THE PROPERTY

3. **THIS COURT ORDERS** that from the date hereof until and unless otherwise ordered by the Court (the “**Stay Period**”), no proceeding or enforcement process in any court or tribunal in Canada (each, a “**Proceeding**” and collectively, “**Proceedings**”) shall be commenced or continued against or in respect of the Chapter 11 Debtors or affecting their business in Canada (the “**Business**”) or their current and future assets, undertakings and properties of every nature and kind whatsoever, and wheresoever situate, including all proceeds thereof, of any of the Chapter 11 Debtors in Canada that relates to the Business (collectively, the “**Property**”), except with the written consent of the relevant Chapter 11 Debtor(s), or with leave of this Court, and any and all Proceedings currently under way against or in respect of the Chapter 11 Debtors or affecting the Business or the Property are hereby stayed and suspended pending further Order of this Court.

NO EXERCISE OF RIGHTS OR REMEDIES

4. **THIS COURT ORDERS** that during the Stay Period, all rights and remedies of any individual, firm, corporation, agency, governmental body or quasi-governmental body, or any other entities (all of the foregoing, collectively being “**Persons**” and each being a “**Person**”) against or in respect of the Chapter 11 Debtors or the Foreign Representative, or affecting the

Business or the Property, are hereby stayed and suspended except with written consent of the relevant Chapter 11 Debtor(s) or with leave of this Court, provided that nothing in this Order shall: (i) prevent the assertion of or the exercise of rights and remedies in the Foreign Proceeding; (ii) empower any of the Chapter 11 Debtors to carry on any business in Canada which that Chapter 11 Debtor is not lawfully entitled to carry on; (iii) prevent the filing of any registration to preserve or perfect a security interest; or (iv) prevent the registration of a claim for lien.

NO INTERFERENCE WITH RIGHTS

5. **THIS COURT ORDERS** that during the Stay Period, no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by any of the Chapter 11 Debtors and affecting the Business in Canada, except with the written consent of the relevant Chapter 11 Debtor(s) or leave of this Court.

NO SALE OF PROPERTY

6. **THIS COURT ORDERS** that the Chapter 11 Debtors are prohibited from selling or otherwise disposing of any Property in Canada outside of the ordinary course of business, except with leave of this Court.

GENERAL

7. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, to give effect to this Order and to assist the Chapter 11 Debtors and the Foreign Representative and their respective counsel and agents in carrying out the terms of this Order.

8. **THIS COURT ORDERS AND DECLARES** that the Interim Initial Order made on December 13, 2011 shall be of no further force and effect once this Order becomes effective, and that this Order shall be effective as of [TIME] on the date of this Order.

9. **THIS COURT ORDERS** that any interested party may apply to this Court to vary or amend this Order or seek other relief on not less than seven (7) days notice to the Chapter 11 Debtors and the Foreign Representative and their respective counsel, and to any other party or parties likely to be affected by the order sought, or upon such other notice, if any, as this Court may 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-11-9514-00-CL

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

Proceedings commenced at Toronto

**INITIAL RECOGNITION ORDER
(FOREIGN MAIN PROCEEDING)
(DECEMBER 21, 2011)**

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

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

Lawyers for the Chapter 11 Debtors

TAB 8

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

THE HONOURABLE MR.) WEDNESDAY, THE 21ST
)
JUSTICE MORAWETZ) DAY OF DECEMBER, 2011

**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")**

**SUPPLEMENTAL ORDER
(FOREIGN MAIN PROCEEDING)**

THIS APPLICATION, made by Hartford Computer Hardware, Inc. (the "Applicant"), in its capacity as the foreign representative (the "Foreign Representative") of the Chapter 11 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"), for an Order substantially in the form enclosed in the Application Record of the Applicant was heard on this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Application dated December 13, 2011, the affidavit of Brian Mittman sworn December 12, 2011, the affidavits of Alana Shepherd sworn December 13, and ►, 2011 (collectively, the “**Shepherd Affidavits**”), the preliminary report of FTI Consulting Canada Inc. (“**FTI**”), in its capacity as proposed Information Officer (the “**Proposed Information Officer**”) dated December 12, 2011, and the Consent of FTI to act as the Information Officer, each filed;

AND ON BEING ADVISED that the secured creditors who are likely to be affected by the charges created herein were given notice;

AND UPON HEARING the submissions of counsel for the Foreign Representative, counsel for the Proposed Information Officer, and counsel for Avnet International (Canada) Ltd. and Avnet, Inc., no one appearing for Delaware Street Capital Master Fund, L.P. (the “**DIP Lender**”), ► although duly served as appears from the affidavit of service of Bobbie-Jo Brinkman sworn December 13, 2011,

SERVICE

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

INITIAL RECOGNITION ORDER

2. **THIS COURT ORDERS** that any capitalized terms not otherwise defined herein shall have the meanings given to such terms in the Initial Recognition Order dated December ►, 2011 (the “**Recognition Order**”).

3. **THIS COURT ORDERS** that the provisions of this Supplemental Order shall be interpreted in a manner complementary to the provisions of the Recognition Order, and that in the event of a conflict between the provisions of this Supplemental Order and the provisions of the Recognition Order, the provisions of the Recognition Order shall govern.

RECOGNITION OF FOREIGN ORDERS

4. **THIS COURT ORDERS** that the following orders (collectively, the “**Foreign Orders**”) of the U.S. Court made in the Foreign Proceeding attached to this Order as Schedules “A” through “K” are hereby recognized and given full force and effect in all provinces and territories of Canada pursuant to Section 49 of the CCAA:

- (a) the Foreign Representative Order;
- (b) the Joint Administration Order;
- (c) the Prepetition Wages Order;
- (d) the Customer Obligations Order;
- (e) the Prepetition Shipping Order;
- (f) the Insurance Order;
- (g) the Prepetition Taxes Order;
- (h) the Utilities Order;
- (i) the Cash Management Order;
- (j) the Claims Agent Order; and
- (k) the Interim DIP Facility Order,

(each as defined in the Shepherd Affidavits),

provided, however, that in the event of any conflict between the terms of the Foreign Orders and the Orders of this Court made in the within proceedings, the Orders of this Court shall govern with respect to the Property in Canada.

APPOINTMENT OF INFORMATION OFFICER

5. **THIS COURT ORDERS** that FTI (the “Information Officer”) is hereby appointed as an officer of this Court, with the powers and duties set out herein.

ADDITIONAL PROTECTIONS FOR CHAPTER 11 DEBTORS ETC.

6. **THIS COURT ORDERS** that, in addition to the stay of proceedings and the other protections afforded the Chapter 11 Debtors, the Property and the Business in the Recognition Order, the following protections and stay of proceedings shall continue until further Order of this Court:

- (a) during the Stay Period, all Persons having oral or written agreements with the Chapter 11 Debtors or statutory or regulatory mandates for the supply of goods and/or services in Canada, including without limitation all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, utility or other services provided in respect of the Property or Business of the Chapter 11 Debtors, are hereby restrained until further Order of this Court from discontinuing, altering, interfering with or terminating the supply of such goods or services as may be required by the Chapter 11 Debtors, and that the Chapter 11 Debtors shall be entitled to the continued use in Canada of their current premises, telephone

numbers, facsimile numbers, internet addresses and domain names provided in each case that the normal prices or charges for all such goods or services received after the date of this Order are paid by the Chapter 11 Debtors in accordance with normal payment practices of the Chapter 11 Debtors or such other practices as may be (i) agreed upon by the supplier or service provider and the relevant Chapter 11 Debtor(s), on notice to the Information Officer and the Foreign Representative, or (ii) ordered by this Court; and

- (b) except as permitted by subsection 11.03(2) of the CCAA, no Proceeding may be commenced or continued against any of the former, current or future directors or officers of the Chapter 11 Debtors with respect to any claim against the directors or officers that arose before the date hereof and that relates to any obligations of the Chapter 11 Debtors whereby the directors or officers are alleged under any law to be liable in their capacity as directors or officers for the payment or performance of such obligations.

7. **THIS COURT ORDERS** that no Proceeding shall be commenced or continued against or in respect of the Information Officer, except with leave of this Court. In addition to the rights and protections afforded the Information Officer herein, or as an officer of this Court, the Information Officer shall have the benefit of all of the rights and protections afforded to a Monitor under the CCAA, and shall incur no liability or obligation as a result of its appointment or the carrying out of the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part.

OTHER PROVISIONS RELATING TO THE INFORMATION OFFICER

8. **THIS COURT ORDERS** that the Information Officer:
- (a) is hereby authorized to provide such assistance to the Foreign Representative in the performance of its duties as the Foreign Representative may reasonably request;
 - (b) shall report to this Court at least once every three months with respect to the status of these proceedings and the status of the Foreign Proceedings, which reports may include information relating to the Property, the Business, or such other matters as may be relevant to the proceedings herein;
 - (c) in addition to the periodic reports referred to in paragraph 8(b) above, the Information Officer may report to this Court at such other times and intervals as the Information Officer may deem appropriate with respect to any of the matters referred to in paragraph 8(b) above;
 - (d) shall have full and complete access to the Property, including the premises, books, records, data, including data in electronic form, and other financial documents of the Chapter 11 Debtors, to the extent that is necessary to perform its duties arising under this Order; and
 - (e) shall be at liberty to engage independent legal counsel or such other persons as the Information Officer deems necessary or advisable respecting the exercise of its powers and performance of its obligations under this Order.
9. **THIS COURT ORDERS** that the Chapter 11 Debtors and the Foreign Representative shall (i) advise the Information Officer of all material steps taken by the Chapter 11 Debtors or

the Foreign Representative in these proceedings or in the Foreign Proceedings, (ii) co-operate fully with the Information Officer in the exercise of its powers and discharge of its obligations, and (iii) provide the Information Officer with the assistance that is necessary to enable the Information Officer to adequately carry out its functions.

10. **THIS COURT ORDERS** that the Information Officer shall not take possession of the Property and shall take no part whatsoever in the management or supervision of the management of the Business and shall not, by fulfilling its obligations hereunder, be deemed to have taken or maintained possession or control of the Business or Property, or any part thereof.

11. **THIS COURT ORDERS** that the Information Officer may provide any creditor of a Chapter 11 Debtor with information provided by the Chapter 11 Debtors in response to reasonable requests for information made in writing by such creditor addressed to the Information Officer. The Information Officer shall not have any responsibility or liability with respect to the information disseminated by it pursuant to this paragraph. In the case of information that the Information Officer has been advised by the Chapter 11 Debtors is privileged or confidential, the Information Officer shall not provide such information to creditors unless otherwise directed by this Court or on such terms as the Information Officer, the Foreign Representative and the relevant Chapter 11 Debtor(s) may agree.

12. **THIS COURT ORDERS** that the Information Officer and counsel to the Information Officer shall be paid by the Chapter 11 Debtors their reasonable fees and disbursements incurred in respect of these proceedings both before and after the making of this Order subject to the Budget (as defined in the Interim DIP Facility Order), in each case at their standard rates and charges unless otherwise ordered by the Court on the passing of accounts. The Chapter 11

Debtors are hereby authorized and directed to pay the accounts of the Information Officer and counsel for the Information Officer on a weekly basis and, in addition, the Chapter 11 Debtors are hereby authorized to pay to the Information Officer and counsel to the Information Officer, collectively, a retainer in the amount of U.S.\$40,000, to be held by them as security for payment of their respective fees and disbursements outstanding from time to time.

13. **THIS COURT ORDERS** that the Information Officer and its legal counsel shall pass their accounts from time to time, and for this purpose the accounts of the Information Officer and its legal counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice, and the accounts of the Information Officer and its counsel shall not be subject to approval in the Foreign Proceeding.

14. **THIS COURT ORDERS** that the Information Officer and counsel to the Information Officer, if any, shall be entitled to the benefit of and are hereby granted a charge (the “**Administration Charge**”) on the Property in Canada, which charge shall not exceed an aggregate amount of \$50,000.00, as security for their professional fees and disbursements incurred in respect of these proceedings, both before and after the making of this Order. The Administration Charge shall have the priority set out in paragraphs 16 and 18 hereof.

INTERIM FINANCING

15. **THIS COURT ORDERS** that the DIP Lender shall be entitled to the benefit of and is hereby granted a charge (the “**DIP Lender’s Charge**”) on the Property in Canada, which DIP Lender’s Charge shall be consistent with the liens and charges created by the DIP Loan Order, provided however that the DIP Lender’s Charge (i) shall not secure an obligation that exists

before this Order is made, and (ii) with respect to the Property in Canada, shall have the priority set out in paragraphs 16 and 18 hereof.

VALIDITY AND PRIORITY OF CHARGES CREATED BY THIS ORDER

16. **THIS COURT ORDERS** that the priorities of the Administration Charge and the DIP Lender's Charge, as among them, shall be as follows:

First – Administration Charge (to the maximum amount of \$50,000); and

Second – DIP Lender's Charge.

17. **THIS COURT ORDERS** that the filing, registration or perfection of the Administration Charge or the DIP Lender's Charge (collectively, the "Charges") shall not be required, and that the Charges shall be valid and enforceable for all purposes, including as against any right, title or interest filed, registered, recorded or perfected subsequent to the Charges coming into existence, notwithstanding any such failure to file, register, record or perfect.

18. **THIS COURT ORDERS** that each of the Administration Charge and the DIP Lender's Charge (all as constituted and defined herein) shall constitute a charge on the Property in Canada and such Charges shall rank in priority to all other security interests, trusts, liens, charges and encumbrances, claims of secured creditors, statutory or otherwise (collectively, "Encumbrances") in favour of any Person.

19. **THIS COURT ORDERS** that except as otherwise expressly provided for herein, or as may be approved by this Court, the Chapter 11 Debtors shall not grant any Encumbrances over any Property in Canada that rank in priority to, or *pari passu* with, the Administration Charge or the DIP Lender's Charge, unless the Chapter 11 Debtors also obtains the prior written consent of the Information Officer and the DIP Lender, or further Order of this Court.

20. **THIS COURT ORDERS** that the Administration Charge and the DIP Lender's Charge shall not be rendered invalid or unenforceable and the rights and remedies of the chargees entitled to the benefit of the Charges (collectively, the "Chargees") shall not otherwise be limited or impaired in any way by (a) the pendency of these proceedings and the declarations of insolvency made herein; (b) any application(s) for bankruptcy order(s) issued pursuant to the *Bankruptcy and Insolvency Act*, R.S.C., 1985 c. B-3, as amended (the "BIA"), or any bankruptcy order made pursuant to such applications; (c) the filing of any assignments for the general benefit of creditors made pursuant to the BIA; (d) the provisions of any federal or provincial statutes; or (e) any negative covenants, prohibitions or other similar provisions with respect to borrowings, incurring debt or the creation of Encumbrances, contained in any existing loan documents, lease, sublease, offer to lease or other agreement (collectively, an "Agreement") which binds any Chapter 11 Debtor, and notwithstanding any provision to the contrary in any Agreement:

- (a) the creation of the Charges shall not create or be deemed to constitute a breach by any Chapter 11 Debtor of any Agreement to which it is a party;
- (b) none of the Chargees shall have any liability to any Person whatsoever as a result of any breach of any Agreement caused by or resulting from the creation of the Charges; and
- (c) the payments made by the Chapter 11 Debtors to the Chargees pursuant to this Order, and the granting of the Charges, do not and will not constitute preferences, fraudulent conveyances, transfers at undervalue, oppressive conduct, or other challengeable or voidable transactions under any applicable law.

21. **THIS COURT ORDERS** that any Charge created by this Order over leases of real property in Canada shall only be a Charge in the applicable Chapter 11 Debtor's interest in such real property leases.

SERVICE AND NOTICE

22. **THIS COURT ORDERS** that the Chapter 11 Debtors, the Foreign Representative and the Information Officer each be at liberty to serve this Order, any other materials and orders in these proceedings, any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or electronic transmission to the Chapter 11 Debtors' creditors or other interested parties at their respective addresses as last shown on the records of the Debtors and that any such service or notice by courier, personal delivery or electronic transmission shall be deemed to be received on the next business day following the date of forwarding thereof, or if sent by ordinary mail, on the third business day after mailing.

23. **THIS COURT ORDERS** that the Chapter 11 Debtors, the Foreign Representative and the Information Officer, and any party who has filed a Notice of Appearance, may serve any court materials in these proceedings by e-mailing a PDF or other electronic copy of such materials to counsels' email addresses as recorded on the Service List from time to time.

24. **THIS COURT ORDERS** that within seven (7) days from the date of this Order, or as soon as practicable thereafter, the Information Officer shall cause to be published a notice substantially in the form attached to this Order as Schedule "L", once a week for two consecutive weeks, in the Globe and Mail.

25. **THIS COURT ORDERS** that the Information Officer (i) shall post on its website all Orders of this Court made in these proceedings, all reports of the Information Officer filed

herein, and such other materials as this Court may order from time to time, and (ii) may post on its website any other materials that the Information Officer deems appropriate.

GENERAL

26. **THIS COURT ORDERS** that the Information Officer may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

27. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Chapter 11 Debtors, the Foreign Representative, the Information Officer, and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Chapter 11 Debtors, the Foreign Representative, and the Information Officer, the latter as an officer of this Court, as may be necessary or desirable to give effect to this Order, or to assist the Chapter 11 Debtors, the Foreign Representative, and the Information Officer and their respective agents in carrying out the terms of this Order.

28. **THIS COURT ORDERS** that each of the Chapter 11 Debtors, the Foreign Representative and the Information Officer be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

29. **THIS COURT ORDERS** that any interested party may apply to this Court to vary or amend this Order or seek other relief on not less than seven (7) days notice to the Chapter 11 Debtors, the Foreign Representative, the Information Officer and their respective counsel, and to

any other party or parties likely to be affected by the order sought, or upon such other notice, if any, as this Court may order.

30. **THIS COURT ORDERS** that this Order shall be effective as of [TIME] on the date of this Order.

SCHEDULE "A"

Foreign Representative Order

SCHEDULE "B"

Joint Administration Order

SCHEDULE "C"

Prepetition Wages Order

SCHEDULE "D"

Customer Obligations Order

SCHEDULE "E"

Prepetition Shipping Order

SCHEDULE "F"

Insurance Order

SCHEDULE "G"

Prepetition Taxes Order

SCHEDULE "H"

Utilities Order

SCHEDULE "I"

Cash Management Order

SCHEDULE "J"

Claims Agent Order

SCHEDULE "K"

Interim DIP Facility Order

SCHEDULE "L"

Notice to Creditors of the Chapter 11 Debtors

SCHEDULE "L"

NOTICE TO CREDITORS

of Hartford Computer Hardware, Inc., Nexicore Services, LLC, Hartford
Computer Group, Inc. and Hartford Computer Government, Inc.
(collectively "Hartford" or the "Chapter 11 Debtors")

RE: NOTICE OF RECOGNITION OF FOREIGN PROCEEDINGS

NOTICE IS HEREBY GIVEN that on December 12, 2011, the Chapter 11 Debtors each filed voluntary petitions under Chapter 11 of Title 11 of the United States Code 11 U.S.C. §§ 101-1532 (collectively, the "**Chapter 11 Proceeding**") in the United States Bankruptcy Court for the Northern District of Illinois Eastern Division (the "**U.S. Bankruptcy Court**"). In connection with the Chapter 11 Proceeding, the U.S. Bankruptcy Court has appointed Hartford Computer Hardware, Inc. ("**HCH**") as the Chapter 11 Debtors' foreign representative (the "**Foreign Representative**").

The Foreign Representative made an application for recognition of the Chapter 11 Proceeding as a foreign main proceedings pursuant to Part IV of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (the "**CCAA**") (the "**Recognition Proceedings**").

On December 13, 2011, the Ontario Superior Court of Justice (Commercial List) (the "**Court**"), under the Court File No. CV-11-9514-00CL, made an Order (the "**Interim Initial Order**") providing certain relief to Chapter 11 Debtors. On December 14, 2011, the Foreign Representative sought and obtained further orders of the Court (the "**Initial Recognition Order**" and the "**Supplemental Order**") that, among other things, (i) declared HCH as the Foreign Representative; (ii) recognized the Chapter 11 Proceeding as a foreign main proceeding; (iii) granted a stay of proceedings in respect of the Chapter 11 Debtors; and (iv) appointed FTI Consulting Canada Inc. as the information officer with respect to the Chapter 11 Proceeding (the "**Information Officer**").

This Notice is provided in accordance with section 53(b) of the CCAA and paragraph 24 of the Supplemental Order.

The Foreign Representative can be contacted at the following address:

Hartford Computer Hardware, Inc.
1242A Remington Road
Schaumburg, IL 60173

Legal counsel for the Foreign Representative can be contacted at the following address:

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

Attention: Kyla Mahar
Telephone: (416) 304-1616
Fax: (416) 304-1313
Email: kmahar@tgf.ca

A copy of the Interim Initial Order, the Initial Recognition Order and the Supplemental Order and other public information in respect of the Recognition Proceedings is available on the Information Officer's website at <http://cfcanda.fticonsulting.com/hartford> may be obtained by contacting the Information Officer directly at:

FTI Consulting Canada Inc.,
Information Officer of the Chapter 11 Debtors
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8

Attention: Toni Vanderlaan
Telephone: (416) 649-8075
Fax: (416) 649-8101
Email: hartford@fticonsulting.com

DATED this day of December, 2011 at Toronto, Canada.

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

**SUPPLEMENTAL ORDER
(FOREIGN MAIN PROCEEDING)
(DECEMBER 21, 2011)**

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

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

Lawyers for the Chapter 11 Debtors

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

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

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

APPLICATION RECORD
(returnable on December 13, 2011)

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